

Hearing Date: December 17, 2013, 10:00 a.m.
Objection Deadline: December 9, 2013, 4:00 p.m.
Reply Deadline: December 13, 2013, 12:00 p.m.

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*Special Insurance Coverage
Counsel to the Debtors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|-------------------------|
| In re: |) | Case No.: 12-12020 (MG) |
| |) | |
| RESIDENTIAL CAPITAL LLC, <u>et al.</u> ¹ , |) | Chapter 11 |
| |) | |
| Debtors. |) | Jointly Administered |
| |) | |

**SUMMARY OF THE SECOND INTERIM APPLICATION OF PERKINS COIE LLP
AS SPECIAL INSURANCE COVERAGE COUNSEL TO THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD MAY 1, 2013 THROUGH AUGUST 31, 2013**

This is an interim application.

| | |
|--|--|
| Name of applicant: | Perkins Coie LLP |
| Authorized to provide professional services to: | Residential Capital, LLC; Residential Funding Corporation; and Homecomings Financial Network, Inc. |
| Date of retention: | May 31, 2013 <i>nunc pro tunc</i> to March 20, 2013 |
| Period for which compensation and reimbursement is sought: | May 1, 2013 through August 31, 2013 |

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings (Docket No. 6).

| | |
|---|---------------------------|
| Name of applicant: | Perkins Coie LLP |
| Amount of compensation sought as actual, reasonable and necessary: | \$901,482.00 ² |
| Amount of expense reimbursement sought as actual, reasonable and necessary: | \$13,055.76 ³ |

Summary of Compensation and Expenses Requested and Amounts Previously Paid

| Date Submitted | Compensation Period | Requested Fees | Requested Expenses | Fees Paid | Expenses Paid | 20% Holdback |
|----------------|---------------------|-----------------------|--------------------|---------------|---------------|---------------------|
| 6/27/2013 | March 20-31, 2013 | \$95,403.00 | \$248.64 | \$0.00 | \$0.00 | \$19,080.60 |
| 6/27/2013 | April 2013 | \$346,403.00 | \$546.98 | \$0.00 | \$0.00 | \$69,280.60 |
| 6/27/2013 | May 2013 | \$427,060.00 | \$1,870.83 | \$0.00 | \$0.00 | \$85,412.00 |
| 8/15/2013 | June 2013 | \$387,112.00 | \$5,655.73 | \$0.00 | \$0.00 | \$77,422.40 |
| 8/29/2013 | July 2013 | \$52,858.50 | \$4,644.19 | \$0.00 | \$0.00 | \$10,571.70 |
| 9/27/2013 | August 2013 | \$34,451.50 | \$885.01 | \$0.00 | \$0.00 | \$6890.30 |
| TOTAL | | \$1,343,288.00 | \$13,851.38 | \$0.00 | \$0.00 | \$268,657.60 |

Summary of Services by Timekeeper

| Name of Professional | Department and Licensure | Billing Rate/Hr. | Hours Billed | Total Compensation |
|------------------------|--|------------------|--------------|--------------------|
| Partners | | | | |
| Aldama, Karin Scherner | IP Litigation; AZ 2005 | \$560.00 | 30.00 | \$16,621.09 |
| Bridgeman, Randy A. | Corporate Governance & Transactions; IL 1995; MI 1992 | \$620.00 | 01.20 | \$736.40 |
| Carroll, Schuyler G. | Financial Transactions & Restructuring; NY 1993 | \$825.00 | 18.80 | \$13,989.51 |
| Chopra, Vivek | Insurance Coverage Litigation; DC 1998; MD 2002 | \$640.00 | 204.90 | \$129,544.38 |
| Kellner, Leon B. | Insurance Coverage Litigation; DC 1996; NY 1972; FL 1985 | \$900.00 | 04.60 | \$4,097.71 |
| Linde, Selena J. | Insurance Coverage Litigation; DC 1999; MD 1997 | \$725.00 | 261.20 | \$186,914.81 |
| Sharkey, Michael T. | Insurance Coverage Litigation; DC 1997; MD 1994 | \$725.00 | 146.70 | \$105,028.37 |
| Thimmig, Michael B. | Financial Transactions & Restructuring | \$700.00 | 03.70 | \$2,563.54 |

² Compensation requested after voluntary reductions totaling \$15,089.50.

³ Reimbursement of expenses requested after voluntary reductions totaling \$2,732.99.

| Name of Professional | Department and Licensure | Billing Rate/Hr. | Hours Billed | Total Compensation |
|---|---|------------------|-----------------|---------------------------------|
| Counsel & Associates | | | | |
| Feldman, Stephen M. | Insurance Coverage Litigation; OR 1993 | \$575.00 | 213.10 | \$120,862.47 |
| Holm, Kristina J. | Business Litigation; NY 2005; OR 2011 | \$350.00 | 02.60 | \$895.24 |
| Vanacore, Jeffrey D. | Financial Transactions & Restructuring; NY 2003; CO 2001; NJ 2003 | \$535.00 | 42.80 | \$22,045.31 |
| Coombs, Aaron D. | Insurance Coverage Litigation; DC 2009; VA 2008 | \$470.00 | 13.10 | \$6,047.57 |
| Crandell, Rusty D. | Securities Litigation; AZ 2008 | \$475.00 | 175.10 | \$82,099.01 |
| Crum, Joshua M. | Securities Litigation; AZ 2009 | \$410.00 | 112.90 | \$45,750.33 |
| Haider, Shan A. | Financial Transactions & Restructuring; NY 2007 | \$395.00 | 48.80 | \$19,079.07 |
| Podsiadlik, Nicholaus A. | Business Litigation; AZ 2011 | \$405.00 | 228.30 | \$91,363.75 |
| Russell, Samuel B. | Insurance Coverage Litigation; DC 2011; FL 2008; VA 2012 | \$470.00 | 06.90 | \$3,209.87 |
| Schreiner, John P. | Corporate Governance & Transactions; IL 2005 | \$495.00 | 01.60 | \$783.91 |
| Attorney Blended Rate, Hours and Fees: | | 561.65 | 1,516.30 | \$851,632.34 |
| Paraprofessionals | | | | |
| Canedy, Karina I. | Paralegal | \$300.00 | 05.60 | \$1,652.73 |
| Collins, Allan G. | Practice Group Project Coordinator | \$155.00 | 04.60 | \$705.72 |
| Depass, Michelle | Paralegal | \$275.00 | 07.70 | \$2,095.87 |
| Hodge, Angela A. | Law Library & Firmwide CLE Manager | \$205.00 | 00.10 | \$20.17 |
| Kuhlman, Rene D. | PTS Analyst | \$260.00 | 27.30 | \$6,989.57 |
| Maag, Mary Lou | Paralegal | \$230.00 | 80.10 | \$15,341.00 |
| Samson, Peggy E. | Paralegal | \$325.00 | 03.40 | \$1,093.71 |
| Sisson, Eric S. | Paralegal | \$235.00 | 88.10 | \$20,435.36 |
| Yeryomenko, Maxim A. | PTS Analyst | \$260.00 | 05.90 | \$1,515.53 |
| Paraprofessional Hours and Fees: | | | 222.80 | \$49,849.66 |
| Total Fees Requested: | | | | \$901,482.00⁴ |

⁴ Compensation requested after voluntary reductions totaling \$15,089.50.

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**UNITED STATES BANKRUPTCY COURT
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| In re: |) | Case No.: 12-12020 (MG) |
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| RESIDENTIAL CAPITAL LLC, <u>et al.</u> , |) | Chapter 11 |
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| Debtors. |) | Jointly Administered |
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**SECOND INTERIM APPLICATION OF PERKINS COIE LLP
AS SPECIAL INSURANCE COVERAGE COUNSEL TO THE DEBTORS FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD MAY 1, 2013 THROUGH AUGUST 31, 2013**

For its second interim application for compensation and reimbursement of expenses (the “Application”) for the period from May 1, 2013 through August 31, 2013 (the “Application Period”), Perkins Coie LLP (the “Applicant” or the “Firm”), special insurance coverage counsel to Residential Capital, LLC, Residential Funding Corporation, and Homecomings Financial Network, Inc., as debtors and debtors in possession (collectively, the “Debtors”), respectfully represents as follows:

PRELIMINARY STATEMENT

As discussed in greater detail below, Applicant represented the Debtors in connection with investigating, analyzing and seeking insurance coverage proceeds under more than 160 Directors & Officers and Errors & Omissions liability insurance policies sold to Ally or its predecessor and covering the Debtors as insureds, for coverage for numerous underlying actions and claims against the Debtors. Debtors' claims for coverage under these policies (whose limits totaled well over a billion dollars) represented a significant asset of the Debtors' estates. The insurance companies had raised, or reserved their rights to raise, numerous defenses to coverage for these claims. Applicant was tasked with undertaking a full coverage analysis of these coverage claims and insurer defenses, and advising the Debtors on approaches to pursue and maximize the value of the insurance claims. Applicant also made presentations relating to the coverage claims to creditors and insurance companies. Applicant worked on an accelerated basis under significant time constraints while adhering to all deadlines set by the Debtors. Ultimately, Applicant assisted Debtors in negotiating and drafting assignments of the rights to the proceeds of these insurance coverage claims to various parties as part of the overall settlements it reached with Ally and numerous creditors.

Applicant's services provided substantial value to the Debtors. Applicant's analysis assisted Debtors in understanding the value of the insurance assets, which in turn helped Debtors determine how best to use these assets in negotiations with creditors and Ally. Applicant's efforts in presenting the insurance claims to numerous insurance companies, and in negotiating and drafting the provisions of the assignments of the insurance rights to other parties, were designed to minimize potential insurance company defenses to coverage, thereby increasing the

value of the insurance assets as a tool to achieving the settlements with Ally and numerous creditors.

JURISDICTION, VENUE AND STATUTORY PREDICATES

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”).

This Application has been prepared in accordance with General Order M-447, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, effective as of February 5, 2013 (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “**UST Guidelines**” and, together with the Local Guidelines, the “**Guidelines**”). Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is attached hereto as Exhibit A.

BACKGROUND

A. The Chapter 11 Cases

3. On May 14, 2012 the (“**Petition Date**”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code

sections 1107(a) and 1108. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the Order Authorizing Joint Administration of the Debtors' Chapter 11 Cases [Docket No. 59].

4. On July 3, 2013, the Debtors filed the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 4153], and on July 4, 2013 filed the Proposed Disclosure Statement for the Joint Chapter 11 Plan of Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors [Docket No. 4157]. On August 23, 2013, Residential Capital and the Official Committee of Unsecured Creditors filed a Joint Chapter 11 Plan Proposal. On November 12, 2013, in response to certain objections, Residential Capital and the Official Committee of the Unsecured Creditors filed a First Amended Joint Chapter 11 Plan Proposal.

B. Applicant's Retention and Interim Compensation

5. On July 17, 2012, the Court entered the Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "**Interim Compensation Order**") [Docket No. 797]. Pursuant to the terms of the Interim Compensation Order, Applicant, among others, is authorized to submit monthly statements to the Debtors, counsel for the Creditors' Committee, counsel for Ally Financial Inc., and the U.S. Trustee (collectively, the "**Notice Parties**").

6. On May 31, 2013, the Court entered the Order Authorizing the Employment and Retention of Perkins Coie LLP as Special Insurance Coverage Counsel to the Debtors, *nunc pro tunc* to March 20, 2013 [Docket No. 3853] (the "**Perkins Coie Retention Order**"), approving Applicant's retention.

7. In accordance with the Perkins Coie Retention Order, Applicant is utilizing the task codes established in this case, which correspond to appropriate project categories under the Guidelines, in all billing procedures for these Chapter 11 cases. In the ordinary course of its practice, Applicant maintains detailed computerized records of all billing records, including all professional services rendered and all disbursements advanced on behalf of the Debtors.

8. On June 27, 2013, Applicant served its monthly statement for services provided from May 1, 2013 through May 31, 2013 (the "**May Statement**") on the Notice Parties. On August 15, 2013, Applicant served its monthly statement for services provided from June 1, 2013 through June 30, 2013 (the "**June Statement**") on the Notice Parties. On August 29, 2013, Applicant served its monthly statement for services provided from July 1, 2013 through July 31, 2013 (the "**July Statement**") on the Notice Parties. On September 27, 2013, Applicant served its monthly statement for services provided from August 1, 2013 through August 31, 2013 (the "**August Statement**") and, together with the May, June and July Statements, (the "**Monthly Statements**") on the Notice Parties. The objection period set by the Interim Compensation Order has passed and, with respect to Section A.(1)(v) of the Local Guidelines, as of this date Applicant has received no objections to the Monthly Statements from any party.

9. Attached hereto as Exhibit B is a summary of professional services provided by project category during the Application Period.

10. Attached hereto as Exhibit C is a summary of professional services provided by timekeeper during the Application Period which sets forth each timekeeper's name, title, year of bar admission, area of practice concentration, aggregate time expended, hourly billing rate, and total compensation requested. The compensation requested by Applicant is based on the

customary compensation charged by comparably skilled practitioners in other similar cases under the Bankruptcy Code.

11. Attached hereto as Exhibit D is a summary of expenses incurred on behalf of the Debtors for which reimbursement is sought.

12. Attached hereto collectively as Exhibit E are copies of Applicant's Monthly Statements of fees and expenses in the format specified by the Guidelines. As indicated above, Monthly Statements were served on the Notice Parties during the Application Period.

13. The Monthly Statements in Exhibit E reflect voluntary aggregate deductions of \$15,089.50 in fees and \$2,732.99 in disbursements during the Application Period. As an accommodation to the client, Applicant voluntarily reduced fees for non-working attorney travel and charged no fees for certain individuals who billed fewer than five hours during the Application Period. In addition, Applicant voluntarily reduced disbursement costs for travel expenses. This resulted in total voluntary reductions in the amount of \$17,822.49. Further information regarding these accommodations is given on the first page of each Monthly Statement in Exhibit E and also in the tables attached as Exhibits B, C and D.

14. To date the Applicant has received no payments for fees or expenses.

15. There is no agreement or understanding between Applicant and any other person, other than partners of the firm, for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

16. The Monthly Statements submitted by Applicant are subject to a 20% holdback on the allowance of fees pursuant to the Interim Compensation Order (as is customary in this District). The aggregate amount of Applicant's holdback during the Application Period is \$180,296.40. Applicant respectfully requests, in connection with the relief requested herein, that

the Court allow this holdback amount on an interim basis pursuant to sections 330 and 331 of the Bankruptcy Code and authorize the Debtors to satisfy such amounts.

DESCRIPTION OF SERVICES AND EXPENSES AND RELIEF REQUESTED

17. Applicant has represented the Debtors in connection with the following aspects of the Chapter 11 Cases:

(a) investigating, analyzing, and seeking insurance coverage proceeds under more than 150 Directors & Officers (“D&O”) and Errors & Omissions (“E&O”) liability policies sold to Ally and covering the Debtors as insureds, for coverage for numerous underlying actions and claims against the Debtors. These underlying actions included the purported class action brought by the New Jersey Carpenters Health Fund, and actions brought by Mass Mutual, the FDIC, and numerous other entities alleging wrongful conduct in connection with mortgage backed securities, as well as the action by various government entities based on allegations of “robo-signing.” The policies were sold in towers of multiple insurance policies, in years ranging from 2006 to 2013, with limits in each tower ranging from \$100 to \$300 million, depending on the year and line of coverage.

(i) At the time Applicant was retained, Ally had negotiated a proposed settlement with most of the insurance companies that had sold these D&O and E&O policies, and the Debtors were determining whether to agree to this proposed insurance settlement. Applicant was tasked with undertaking a full coverage analysis on all potential coverage issues, evaluating the reasonableness of the proposed insurance settlement, and advising the Debtors on approaches to pursue and maximize the value of the claims for insurance coverage. Applicant was asked to prepare a full coverage analysis to the creditors committee and potentially the insurance companies, depending on the discussions with Ally, within a four-month time frame.

(ii) To perform this analysis, Applicant reviewed the proposed settlement, the D&O and E&O insurance policies in each of the years, all correspondence between the insurance companies and Ally, and the coverage positions taken by each insurance company to date. Applicant also reviewed the case files and allegations in the underlying actions in light of the coverage provided, and performed legal research on the numerous defenses to coverage raised by the insurance companies and other coverage issues that could arise. Applicant also advised on the possible approaches to, and likely timetable for, pressing the insurance claims outside of the proposed settlement. These efforts provided substantial value to the Debtors by providing them with information about the strength and value of the insurance claims against these policies. Knowing the value of the asset represented by these insurance claims helped the Debtors determine how to use this asset as a part of the settlement the Debtors negotiated with Ally and numerous creditors.

(iii) Rather than agreeing to the proposed insurance settlement negotiated by Ally, the Debtors ultimately elected a different treatment of their claims for coverage under this insurance, which involved assigning their rights to the proceeds to this insurance to Ally as part of a larger deal involving, among other things, a monetary contribution from Ally. Applicant assisted in negotiating, drafting, and reviewing language in the term sheet and supporting documents for this deal, in order to maximize the likelihood that the treatment of the insurance rights would match the parties' intent, by assigning the rights intended to be transferred, while retaining with the Debtors rights to coverage up to the Effective Date under certain current insurance policies and incorporating protections for the coverage for the directors and officers of the Debtors. By structuring the settlement and transfer of insurance rights under these policies in a way designed to minimize potential insurance company defenses to coverage,

these efforts provided value to the estate by maintaining the value of the asset represented by these insurance claims, thereby increasing the usefulness of this asset as a tool to achieving settlement with Ally and the creditors. In addition, the preservation of certain coverage rights for the Debtors up to the Effective Date provided additional value to the Debtors.

(b) advising the Debtors with regard to insurance coverage for two class action lawsuits against ResCap under thirteen professional liability insurance policies issued by twelve different carriers with a total of \$400 million in limits. The lawsuits were the CBNV/GNBT multi-district litigation in Pennsylvania federal court and the *Mitchell* litigation in Missouri state court, and concerned certain second mortgage loans allegedly made in violation of federal lending laws. Together, the CBNV/GNBT and *Mitchell* plaintiffs claimed a total of well in excess of a billion dollars in damages. Applicant took the lead in three areas related to the insurance coverage issues implicated by these lawsuits:

(i) Applicant performed an extensive analysis of the coverage available for the claims in the CBNV/GNBT and *Mitchell* litigation including a comprehensive analysis of the facts, fourteen-year procedural history, settlement history, and legal positions of the plaintiffs and defendants. This involved reviewing all of the policies, the correspondence between the insurance companies and ResCap, and the coverage positions taken by each of the insurance companies. Applicant also performed legal research on the numerous defenses to coverage raised by the insurance companies, and advised ResCap regarding same. These efforts provided substantial value to the Debtors by providing it with information about the strength and value of the insurance claims against these \$400 million in limits. Knowing the value of the asset represented by these insurance claims helped the Debtors determine how to use this asset in achieving settlement with the CBNV/GNBT claimants.

(ii) Applicant communicated on ResCap's behalf with the insurance companies to address coverage issues and update the carriers on the bankruptcy, underlying litigation, and settlement efforts. Applicant provided the insurance companies with thousands of pages of requested documentation, responded to numerous inquiries, and coordinated conference calls and meetings with the insurance companies. As part of this effort, Applicant advised on the best approaches to present the claim and the risks presented by the underlying litigation to the insurance companies.

(iii) Applicant advised ResCap on how best to structure a potential settlement with the CBNV/GNBT plaintiffs to maximize the likelihood of an insurance recovery. Applicant also advised ResCap on insurance coverage issues implicated by the proposed Plan Support Agreement reached by the Debtors, Ally, and certain creditors. More specifically, Applicant researched and advised ResCap on insurance coverage issues that arise in the creation of trusts, the assignment of rights to insurance proceeds, and other parts of the proposed agreement. Applicant also negotiated on ResCap's behalf with the insurance carriers and advised ResCap's other legal counsel regarding negotiations with the CBNV/GNBT and *Mitchell* plaintiffs. By structuring the settlement and transfer of insurance rights to the CBNV/GNBT claimants under these policies in a way designed to minimize potential insurance company defenses to coverage, these efforts provided value to the estate by maintaining the value of the asset represented by these insurance claims, thereby increasing the usefulness of this asset as a tool to achieving settlement with the CBNV/GNBT claimants. In addition, these efforts addressed the preservation and coordination of additional coverage claims under these policies arising out of the *Mitchell* action, which represent additional valuable assets of the Debtors' estate.

(c) reviewing and responding to various parties' objections to the Plan that implicated insurance issues, including the objections filed by PNC Bank to the Kessler Class settlement.

18. To assist the Court and other parties in interest in monitoring any duplication of efforts and to provide an orderly and meaningful summary of the services rendered by Applicant on behalf of the Debtors, Applicant is utilizing the task codes established in this case which correspond to certain project categories in the Guidelines. The following is a summary of the most significant professional services rendered by Applicant during the Application Period, organized by project category and task code number:

Case Administration 004

Fees: \$48,093.50; Hours: 158.40

This category consists of matters related to the administration of insurance coverage aspects of the Debtors' cases, including: review and organization of background materials provided by counsel in relation to insurance coverage matters; review and organization of materials to produce to insurance carriers; drafting of charts on underlying cases and impacts on insurance issues; review of insurance carrier correspondence; and preparation for and participation in working group meetings or telephone conferences to discuss strategy and status of insurance coverage matters, and coordination of tasks.

Fee/Employment Applications 007

Fees: \$52,297.50; Hours: 129.10

This matter consists of all aspects of preparing Applicant's retention application and performing material additional steps requested by the U.S. Trustee prior to Applicant being retained as Special Insurance Coverage Counsel.

Prior to the Petition Date, the Debtors had not retained professional insurance coverage counsel to advise them as to their rights and/or obligations under the Policies or to examine the potential value to the Debtors of the available coverage under the Policies. Upon discovery of the Debtors' potential rights under the Policies, the Debtors sought to employ and retain Applicant as Special Insurance Coverage Counsel to advise and represent the Debtors with respect to their interests under the Policies, as well as any additional insurance policies under which the Debtors may have an interest that may be discovered upon further investigation.

In the course of preparing its application for employment, Applicant canvassed the Firm to determine whether the Firm or any attorney at the Firm had any connections with the Debtors, their creditors, or their attorneys, or with any U.S. District Judge or U.S. Bankruptcy Judge for the Southern District of New York or with the U.S. Trustee of this district or any employees thereof.

Debtors' counsel, Morrison & Foerster, provided Applicant with a master list of interested parties used for conflict check purposes by professionals in these cases. Applicant performed the conflict searches and undertook a careful and extensive analysis of the search results to determine whether Applicant had any present or former relationships with the parties on the master list. To the extent that this review indicated that the Firm formerly or currently represented, or had former or current adversities to any of these entities, Applicant thoroughly investigated those relationships as more fully set forth in the retention application and order approved by this Court.

Following submission of its retention application under Section 327(e), the U.S. Trustee requested that the Applicant be retained under Section 327(a) rather than Section 327(e) based the Applicant's prior pre-petition and post-petition work as more fully described in the Retention

Application and Order. While the Applicant immediately undertook the substantive work in the case prior to retention, it also began the process to be retained under Section 327(a) which involved significant additional connection review as well as drafting to satisfy the disinterestedness standard of Section 327(a).

At the same time, the Applicant thoroughly researched the proper retention standard to provide assurances to the U.S. Trustee that Section 327(e) retention was proper under the Bankruptcy Code and Bankruptcy Rules. After numerous conference calls with the Debtors' counsel and the U.S. Trustee over an extended period of time and working with the U.S. Trustee in good faith, the U.S. Trustee ultimately agreed that Section 327(e) retention was indeed proper. The Applicant worked diligently to satisfy additional disclosure requirements that the U.S. Trustee requested and responded to each and every request made by the U.S. Trustee. The Perkins Coie Retention Order was entered on May 31, 2013, *nunc pro tunc* to March 20, 2013.

Fees/Employment Objections – 008

Fees: \$1,886.50; Hours: 5.70

This category consists of time spent reviewing and responding to the Objections of the U.S. Trustee. Applicant has deducted 100% of the time within this task code.

Insurance Matters 021

Fees: \$792,076.00; Hours: 1,400.20

This category consists of matters related to the insurance coverage issues, including a full coverage analysis on all potential coverage issues with regard to numerous underlying actions and claims against the Debtors. In addition, Applicant provided insurance coverage advice with respect to all bankruptcy filings that potentially implicated insurance issues. This work is described in detail in Paragraph 17, *supra*.

Communication with Creditors 022

Fees: \$1,015.00; Hours: 1.40

This category includes time spent by Applicant's professionals communicating with and presenting to Creditors' Committee members and counsel regarding insurance coverage issues.

Meetings of Creditors 023

Fees: \$7,040.00; Hours: 11.00

This category includes time spent by Applicant's professionals preparing for and participating in a meeting on June 18 with the Creditors' Committee, its counsel, bankruptcy counsel, and the Kessler Plaintiffs regarding settlement of the CBNV/GNBT litigation.

Non-Working Travel 029

Fees: \$1,920.00; Hours: 3.00

This category includes time spent by Applicant's professionals in non-working travel while representing the Debtors for the June 18 meeting in New York with the Creditors' Committee, its counsel, bankruptcy counsel, and the Kessler Plaintiffs regarding settlement of the CBNV/GNBT litigation. Applicant billed one-half of the total time that such professionals spent on non-working travel.

Minimal Hours 035

Fees: \$5,338.50; Hours: 14.40

This category includes all time spent by Applicant's professionals who billed less than five hours in total during this Application Period. As an accommodation to the Debtors, Applicant has deducted 100% of the time within this task code.

19. The foregoing description of services rendered by Applicant in specific areas are not intended to be exhaustive of the scope of Applicant's activities in these Chapter 11 cases. The Monthly Statements attached hereto as Exhibit E present more completely the work performed by Applicant in each project category during the Application Period.

CONCLUSION

20. Applicant believes that the services rendered during the Application Period on behalf of the Debtors were reasonable and necessary within the meaning of Bankruptcy Code section 330. Further, the expenses requested were actual and necessary to the performance of Applicant's services.

21. Applicant therefore requests an order (i) approving interim compensation in the amount of \$901,482.00 and interim reimbursement of expenses in the amount of \$13,055.76,⁵ (ii) directing payment of all compensation held back in connection with the Monthly Statements, and (iii) granting such other and further relief as may be just and proper.

Washington, D.C.

Dated: November 18, 2013

/s/ Selena J. Linde

Selena J. Linde

(Admitted Pro Hac Vice)

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Counsel to the Debtors*

⁵ The rates charged for such expenses are (i) equivalent to what Applicant normally bills to its non-bankruptcy clients and (ii) calculated to compensate Applicant for only the actual costs of the expenses.

EXHIBIT A

Certification

Hearing Date: December 17, 2013, 10:00 a.m.
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Telephone: 212.262.6905
Facsimile: 212.977.1636

*Special Insurance Coverage
Counsel to the Debtors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--|---|-------------------------|
| In re: |) | Case No.: 12-12020 (MG) |
| |) | |
| RESIDENTIAL CAPITAL LLC, <u>et al.</u> , |) | Chapter 11 |
| |) | |
| Debtors. |) | Jointly Administered |
| |) | |

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR
PROFESSIONALS IN RESPECT TO THE SECOND INTERIM APPLICATION OF
PERKINS COIE LLP AS SPECIAL INSURANCE COVERAGE COUNSEL FOR THE
DEBTORS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FOR THE PERIOD MAY 1, 2013 THROUGH AUGUST 31, 2013**

I, Selena J. Linde, hereby certify that:

1. I am a partner with the applicant firm, Perkins Coie LLP (the “**Firm**”), which serves as special insurance coverage counsel to Residential Capital, LLC, Residential Funding Corporation, and Homecomings Financial Network, Inc., as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm's compliance with the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, Administrative Order M-447, effective as of February 5, 2013 (the "**Local Guidelines**"), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the "**UST Guidelines**") and collectively with the Local Guidelines and UST Guidelines, the "**Guidelines**"), and the Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the "**Interim Compensation Order**") [Docket No. 797], in connection with the Firm's application, dated November 18, 2013 (the "**Application**"), for interim compensation and reimbursement of expenses for the period commencing May 1, 2013 through and including August 31, 2013, in accordance with the Guidelines.

3. In respect of Section B.(1) of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within in the Guidelines, including that any airfare or train fares are billed at coach rates, and any meal expenses comply with the applicable dollar and time requirements;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm's clients; and

(d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section B.(2) of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide to the U.S. Trustee for the Southern District of New York and the Debtors and their attorneys a statement of the Firm's fees and expenses accrued during the previous month.

5. In respect of Section B.(3) of the Local Guidelines, I certify that the Debtors, their attorneys, and the U.S. Trustee for the Southern District of New York are each being provided with a copy of the Application.

Dated: November 18, 2013

/s/ Selena J. Linde

Selena J. Linde
(Admitted Pro Hac Vice)
PERKINS COIE LLP
700 Thirteenth Street, N.W. Suite 600
Washington, D.C. 20005-3960
SLinde@perkinscoie.com
Telephone: 202.654.6221
Facsimile: 202.654.9952

Schuyler G. Carroll
PERKINS COIE LLP
30 Rockefeller Plaza, 22nd Floor
New York, NY 10112
SCarroll@perkinscoie.com
Telephone: 212.262.6905
Facsimile: 212.977.1636

*Special Insurance Coverage
Counsel to the Debtors*

EXHIBIT B

Summary of Services by Project Category
May 1, 2013 Through August 31, 2013

| Task Code | Matter | Hours Billed | Total Compensation |
|-----------------------------------|----------------------------------|---------------------|---------------------------|
| 004 | Case Administration | 158.40 | \$48,093.50 |
| 007 | Fee/Employment Applications | 129.10 | \$52,297.50 |
| 008 | Fee/Employment Objections | 5.70 | \$1,886.50 |
| 013 | Hearings | 0.00 | \$0.00 |
| 021 | Insurance Matters | 1,400.20 | \$792,076.00 |
| 022 | Communication with Creditors | 1.40 | \$1,015.00 |
| 023 | Meetings of Creditors | 11.00 | \$7,040.00 |
| 029 | Non-Working Travel | 3.00 | \$1,920.00 |
| 030 | Monthly Fee Statements | 15.90 | \$6,904.50 |
| 034 | Insurer Termination | 0.00 | \$0.00 |
| 035 | Minimal Hours | 14.40 | \$5,338.50 |
| 037 | Mediation | 0.00 | \$0.00 |
| Subtotal Hours and Fees: | | 1,739.10 | \$916,571.50 |
| 008 | Fee/Employment Objections (100%) | | \$1,886.50 |
| 029 | Non-Working Travel (50%) | | \$960.00 |
| 030 | Monthly Fee Statements (100%) | | \$6,904.50 |
| 035 | Minimal Hours (100%) | | \$5,338.50 |
| Minus Voluntary Reductions | | | \$15,089.50 |
| Total Fees Requested | | | \$901,482.00 |

EXHIBIT C

**Summary of Services by Timekeeper
May 1, 2013 Through August 31, 2013**

| Name of Professional | Department and Licensure | Billing Rate/Hr. | Hours Billed | Total Compensation |
|---|---|------------------|-----------------|---------------------|
| Partners | | | | |
| Aldama, Karin Scherner | IP Litigation; AZ 2005 | \$560.00 | 30.00 | \$16,621.09 |
| Bridgeman, Randy A. | Corporate Governance & Transactions; IL 1995; MI 1992 | \$620.00 | 01.20 | \$736.40 |
| Carroll, Schuyler G. | Financial Transactions & Restructuring; NY 1993 | \$825.00 | 18.80 | \$13,989.51 |
| Chopra, Vivek | Insurance Coverage Litigation; DC 1998; MD 2002 | \$640.00 | 204.90 | \$129,544.38 |
| Kellner, Leon B. | Insurance Coverage Litigation; DC 1996; NY 1972; FL 1985 | \$900.00 | 04.60 | \$4,097.71 |
| Linde, Selena J. | Insurance Coverage Litigation; DC 1999; MD 1997 | \$725.00 | 261.20 | \$186,914.81 |
| Sharkey, Michael T. | Insurance Coverage Litigation; DC 1997; MD 1994 | \$725.00 | 146.70 | \$105,028.37 |
| Thimmig, Michael B. | Financial Transactions & Restructuring | \$700.00 | 03.70 | \$2,563.54 |
| Counsel & Associates | | | | |
| Feldman, Stephen M. | Insurance Coverage Litigation; OR 1993 | \$575.00 | 213.10 | \$120,862.47 |
| Holm, Kristina J. | Business Litigation; NY 2005; OR 2011 | \$350.00 | 02.60 | \$895.24 |
| Vanacore, Jeffrey D. | Financial Transactions & Restructuring; NY 2003; CO 2001; NJ 2003 | \$535.00 | 42.80 | \$22,045.31 |
| Coombs, Aaron D. | Insurance Coverage Litigation; DC 2009; VA 2008 | \$470.00 | 13.10 | \$6,047.57 |
| Crandell, Rusty D. | Securities Litigation; AZ 2008 | \$475.00 | 175.10 | \$82,099.01 |
| Crum, Joshua M. | Securities Litigation; AZ 2009 | \$410.00 | 112.90 | \$45,750.33 |
| Haider, Shan A. | Financial Transactions & Restructuring; NY 2007 | \$395.00 | 48.80 | \$19,079.07 |
| Podsiadlik, Nicholaus A. | Business Litigation; AZ 2011 | \$405.00 | 228.30 | \$91,363.75 |
| Russell, Samuel B. | Insurance Coverage Litigation; DC 2011; FL 2008; VA 2012 | \$470.00 | 06.90 | \$3,209.87 |
| Schreiner, John P. | Corporate Governance & Transactions; IL 2005 | \$495.00 | 01.60 | \$783.91 |
| Attorney Blended Rate, Hours and Fees: | | 561.65 | 1,516.30 | \$851,632.34 |

| Name of Professional | Department and Licensure | Billing Rate/Hr. | Hours Billed | Total Compensation |
|---|------------------------------------|------------------|---------------|---------------------------------|
| Paraprofessionals | | | | |
| Canedy, Karina I. | Paralegal | \$300.00 | 05.60 | \$1,652.73 |
| Collins, Allan G. | Practice Group Project Coordinator | \$155.00 | 04.60 | \$705.72 |
| Depass, Michelle | Paralegal | \$275.00 | 07.70 | \$2,095.87 |
| Hodge, Angela A. | Law Library & Firmwide CLE Manager | \$205.00 | 00.10 | \$20.17 |
| Kuhlman, Rene D. | PTS Analyst | \$260.00 | 27.30 | \$6,989.57 |
| Maag, Mary Lou | Paralegal | \$230.00 | 80.10 | \$15,341.00 |
| Samson, Peggy E. | Paralegal | \$325.00 | 03.40 | \$1,093.71 |
| Sisson, Eric S. | Paralegal | \$235.00 | 88.10 | \$20,435.36 |
| Yeryomenko, Maxim A. | PTS Analyst | \$260.00 | 05.90 | \$1,515.53 |
| Paraprofessional Hours and Fees: | | | 222.80 | \$49,849.66 |
| Total Fees Requested: | | | | \$901,482.00⁶ |

⁶ Compensation requested after voluntary reductions totaling \$15,089.50.

EXHIBIT D

**Summary of Expenses Incurred
May 1, 2013 Through August 31, 2013**

| Expense Category | Amount |
|---------------------------------------|--------------------|
| Air Express Charges | \$0.00 |
| Airfare | \$2,590.25 |
| Computer Research | \$1,725.54 |
| Computer Research - Lexis/Westlaw | \$8,939.59 |
| Conference Meals | \$992.20 |
| Electronic Discovery Database Hosting | \$29.59 |
| Local Travel Expense | \$385.80 |
| Long Distance Telephone Charges | \$9.92 |
| Messenger Charges | \$0.00 |
| Photocopies and Printing | \$17.30 |
| Professional Services | \$360.00 |
| Telephone Conference Calls | \$109.15 |
| Travel Expense | \$614.45 |
| Travel Expense - Meals | \$14.96 |
| Subtotal Expenses Incurred | \$15,788.75 |
| Minus Voluntary Reductions: | |
| Airfare | \$2,167.25 |
| Conference Meals | \$188.70 |
| Local Travel Expense | \$198.80 |
| Travel Expense | \$169.00 |
| Travel Expense - Meals | \$9.24 |
| Subtotal Voluntary Reductions | \$2,732.99 |
| Total Reimbursement Requested: | \$13,055.76 |

EXHIBIT E

**Monthly Statements for Services Provided
May 2013 through August 2013**

1201 Third Avenue, Suite 4900
Seattle, Washington 98101
PHONE: 206.359.8000

EMAIL: clientacct@perkinscoie.com
ACCOUNTING: 206.359.3143
FAX: 206.359.9000



Residential Capital LLC
c/o Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104

| | |
|-------------|-------------------|
| INVOICE # | BILL DATE |
| 5074971 | November 12, 2013 |
| ACCOUNT # | |
| 088912.0001 | |

Matter Number / Name 088912.0001 / Insurance Coverage
Client Claim Number 2013-10-EC1460

| | | | |
|---------------------------------------|--|--|--|
| SERVICES \$431,468.00 | DISBURSEMENTS \$1,870.83 | | TOTAL \$433,338.83 |
| ADJUSTMENT FOR FEES \$(4,408.00) | | | ADJUSTMENT TOTAL \$(-4,408.00) |
| TOTAL NET SERVICES \$427,060.00 | TOTAL NET DISBURSEMENTS \$1,870.83 | | TOTAL DUE THIS INVOICE \$428,930.83 |

Payment due in U.S. Currency

Description U.S. Dollars

For professional services rendered and disbursements incurred through May 31, 2013

| | |
|--------------------------------------|------------|
| Current Fees | 438,150.50 |
| Client Accommodation (Minimal Hours) | -4,408.00 |
| Net Fees | 433,742.50 |
| Current Disbursements | 1,870.83 |
| Total This Invoice | 435,613.33 |



INVOICE #: 5074971
Residential Capital LLC
088912.0001 / Insurance Coverage

INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT PRIVILEGE

TAX ID#: 91-0591206

For CHECK REMITTANCE make checks payable to

Perkins Coie LLP
Attn: Client Accounting
1201 Third Avenue, Suite 4900
Seattle, WA 98101
Please reference:
Perkins Coie Account No. 088912 and Invoice 5074971

For WIRE REMITTANCE please direct to

Perkins Coie LLP
US Bank
Bank ABA # 125000105
Account # 1 535 5592 1235
Swift Code # US BK US 44I MT
Please reference:
Perkins Coie Account No. 088912 and Invoice 5074971



INVOICE #: 5074971
 Residential Capital LLC
 088912.0001 / Insurance Coverage

FOR SERVICES THROUGH 05/31/13

004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/03/13 | E. Sisson | 6.00 | 1,410.00 | Conduct internet searches to obtain pleadings from underlying suits in bankruptcy action for attorney analysis regarding insurance coverage; |
| 05/03/13 | S. Linde | 1.40 | 1,015.00 | Work on analysis for meetings with insurance carriers and Creditors Committee (1.1); call to M. Sharkey regarding same and status of charts on cases (.3); |
| 05/03/13 | M. Sharkey | 3.90 | 2,827.50 | Work on analysis for Creditors Committee telephone conference (2.6); meet with A. Coombs regarding projects for analysis (.2); meet with M. Coombs and M. DePass regarding creating chart of underlying cases [REDACTED] (.2); meet with A. Coombs and M. DePass regarding status of chart of underlying cases (.3); meet with M. DePass regarding status of chart of underlying cases (.2); call to E. Sisson regarding assistance with chart of underlying cases (.2); telephone conference with J. Schreiner regarding corporate filings to incorporate into chart and analysis (.2); |
| 05/03/13 | A. Coombs | 3.20 | 1,504.00 | Revise and prepare chart detailing the trusts and registration statements alleged in mortgage-backed securities lawsuits filed against debtors (1.2); confer with M. DePass regarding chart of trusts and registrations statements alleged in mortgage-backed securities lawsuits filed against debtors (.3); confer with M. Sharkey [REDACTED] [REDACTED] (.6); revise [REDACTED] [REDACTED] (1.1); |
| 05/03/13 | M. Depass | 7.70 | 2,117.50 | Meet with M. Sharkey and A. Coombs regarding creating chart of underlying cases [REDACTED] [REDACTED] (.2); meet with A. Coombs and M. Sharkey regarding status of chart of underlying cases (.3); meet with M. Sharkey regarding status of chart of underlying cases (.2); prepare chart of underlying cases (7.20) |
| 05/03/13 | J. Schreiner | 1.30 | 643.50 | Telephone conferences and email with A. Coombs and M. Sharkey regarding corporate research regarding insurance (.6); telephone conferences and email with P. Samson and J. Swanson regarding same (.7); |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|---|
| 05/06/13 | N. Podsiadlik | 0.10 | 40.50 | Leave voicemail [REDACTED] [REDACTED]; |
| 05/06/13 | J. Schreiner | 0.20 | 99.00 | Emails with P. Samson and J. Swanson regarding corporate research and email research results to M. Sharkey and A. Coombs; |
| 05/06/13 | S. Feldman | 0.70 | 402.50 | Telephone conference with V. Chopra regarding background and coverage issues (.4); conference with N. Podsiadlik regarding key documents and coverage analysis (.2); email with N. Podsiadlik regarding key documents and coverage analysis (.1); |
| 05/07/13 | J. Schreiner | 0.10 | 49.50 | Review P. Samson email regarding annual reports and review annual reports; email to M. Sharkey and A. Coombs regarding same; |
| 05/08/13 | K. Aldama | 1.50 | 840.00 | Review background documents regarding Kessler issues (9); email with V. Chopra, S. Carroll, and N. Podsiadlik regarding Kessler issues (2); telephone conference with V. Chopra, S. Carroll, N. Podsiadlik regarding Kessler issues (.4); |
| 05/08/13 | J. Crum | 0.90 | 369.00 | Review background materials regarding key documents and coverage analysis (.9); |
| 05/09/13 | S. Linde | 0.10 | 72.50 | Call from J. Haims [REDACTED] [REDACTED]; |
| 05/09/13 | S. Feldman | 0.60 | 345.00 | Conference with N. Podsiadlik regarding outline of research issues (.2); review and comment on outline of research issues (.4); |
| 05/10/13 | M. Sharkey | 0.50 | 362.50 | Forward research material to N. Podsiadlik [REDACTED] [REDACTED]; |
| 05/13/13 | J. Crum | 1.00 | 410.00 | Telephone conference with S. Feldman and N. Podsiadlik regarding assignments and coverage issues (.7); discuss case background with N. Podsiadlik (.3); |
| 05/14/13 | E. Sisson | 1.10 | 258.50 | Review email communications regarding insurers reservation of rights to assure appropriate structure for archiving; |
| 05/15/13 | E. Sisson | 1.30 | 305.50 | Analyze content of emails with insurers to determine issues for attorney review; |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--|
| 05/16/13 | E. Sisson | 2.80 | 658.00 | Study emails [REDACTED] [REDACTED] and archive for attorney review (.8); review documents regarding settlement negotiations to create fact entries to assist attorney understanding of issues (1.0); assemble collection of excess insurance policies for attorney review (1.0); |
| 05/16/13 | M. Yeryomenko | 0.80 | 208.00 | [REDACTED] [REDACTED]; |
| 05/16/13 | R. Crandell | 0.40 | 190.00 | Call with V. Chopra regarding research assignment (.1); meet with N. Podsiadlik regarding background of research assignment (.3); |
| 05/17/13 | E. Sisson | 3.70 | 869.50 | Attend teleconference with S. Linde, V. Chopra, M. Sharkey, R. Crandell, N. Podsiadlik and S. Feldman regarding presentation to insurers(.4); attend conference with R. Crandell regarding organization of materials for presentation to insurers (.1); draft factual descriptions of communications with insurers for chronology (3.2); |
| 05/17/13 | J. Crum | 1.00 | 410.00 | Review key documents on coverage issues in preparation for conference call (.6); telephone conference with S. Linde, V. Chopra, S. Feldman, R. Crandell, and N. Podsiadlik regarding assignments for presentation to carriers (.4); |
| 05/17/13 | M. Yeryomenko | 0.90 | 234.00 | Configure user profiles in CaseMap for V. Chopra, N. Podsiadlik, E. Sisson, R. Crandell, L. Kellner, S. Linde in order to facilitate review of insurer correspondence (.5); import email correspondence authored by V. Chopra and N. Podsiadlik related to the Kessler Litigation into CaseMap for further review by E. Sisson, R. Crandell, and N. Podsiadlik (.4); |
| 05/17/13 | R. Crandell | 1.10 | 522.50 | Team call with S. Linde and V. Chopra regarding assignments for presentation with carriers (.4); conference with E. Sisson regarding organization of case materials for presentation (.2); review of case background materials (.5); |
| 05/17/13 | N. Podsiadlik | 0.40 | 162.00 | Telephone conference with S. Linde, V. Chopra, S. Feldman, R. Crandell, J. Crum, and E. Sisson [REDACTED]; |

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 Residential Capital LLC
 088912.0001 / Insurance Coverage



004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--|
| 05/17/13 | S. Linde | 0.50 | 362.50 | Telephone conference with V. Chopra, R. Crandell, M. Sharkey and N. Podsiadlik regarding research projects for meeting with insurance companies (.5); |
| 05/17/13 | M. Sharkey | 0.80 | 580.00 | Review and revise list of research projects (.3); telephone conference with S. Linde, V. Chopra, R. Crandell, and N. Podsiadlik regarding research projects for meeting with insurance companies (.5); |
| 05/17/13 | S. Feldman | 0.70 | 402.50 | Conference call with V. Chopra, S. Linde, N. Podsiadlik, R. Crandell, and J. Crum regarding insurance issues and strategies, and follow-up emails (.7); |
| 05/18/13 | K. Aldama | 0.20 | 112.00 | Review background documents regarding Mitchell issues (.2); |
| 05/20/13 | E. Sisson | 2.20 | 517.00 | Review and evaluate [REDACTED] to index for attorney review (1.2); draft commentary to create entries in the chronology (1.0); |
| 05/20/13 | M. Yeryomenko | 0.80 | 208.00 | Consult E. Sisson on generating filtered reports in CBNV CaseMap to isolate relevant correspondence from Travelers, ACE, XL, Lloyds and GMC; |
| 05/21/13 | E. Sisson | 2.70 | 634.50 | Assess correspondence to determine issues and categorize for archive (1.3); author chronology entries [REDACTED] (1.2); conference with R. Crandell regarding status of CaseMap database (.2); |
| 05/21/13 | S. Feldman | 0.20 | 115.00 | Emails with V. Chopra and N. Podsiadlik regarding research issues; |
| 05/22/13 | E. Sisson | 2.70 | 634.50 | Review of documents from underlying bankruptcy to summarize contents and archive for attorney review (.8); create document entries in database with links to supporting documents to facilitate attorney [REDACTED] (1.1); |
| 05/22/13 | M. Yeryomenko | 0.50 | 130.00 | Disseminate detailed instructions regarding CaseMap access (.3); consult E. Sisson on developing a contact list of insurers in CBNV CaseMap database (.2); |
| 05/23/13 | E. Sisson | 0.80 | 188.00 | [REDACTED]; |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|---|
| 05/23/13 | M. Yeryomenko | 0.70 | 182.00 | [REDACTED] [REDACTED]; [REDACTED]; |
| 05/25/13 | R. Crandell | 4.80 | 2,280.00 | Prepare chronology regarding notifications provided to carriers, including review of all correspondence with the carriers [REDACTED] [REDACTED]; [REDACTED]; |
| 05/27/13 | R. Crandell | 2.90 | 1,377.50 | Continue preparing chronology [REDACTED] [REDACTED]; [REDACTED]; [REDACTED]; |
| 05/28/13 | E. Sisson | 2.10 | 493.50 | Evaluate and archive correspondence regarding defenses advanced by insurers (.8); analyze case documents to compose document and factual records in CaseMap database (1.3); |
| 05/28/13 | M. Yeryomenko | 0.40 | 104.00 | Attend conference with E. Sisson regarding organization of materials in the CaseMap database (.3); discuss advantages of creating unique identifiers of all key players and documents in the CaseMap database (.1); |
| 05/29/13 | R. Crandell | 1.30 | 617.50 | Update table of assignments concerning responding to carriers' request for documents (.3); draft update for bordereau report (.9); call with E. Dill regarding carrier document requests (.1); |
| 05/29/13 | S. Linde | 0.50 | 362.50 | Update on research issues from V. Chopra; |
| 05/30/13 | E. Sisson | 1.00 | 235.00 | Interpret and organize correspondence with insurers to facilitate attorney review (.5); compose fact entries in database with links to supporting documents [REDACTED] (1.1); |
| SUBTOTAL | | HOURS | | |
| 004 | | 68.50 | | |

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|------|--------------------|-------|--------|-------------------------|
| | | | | |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--|
| 05/01/13 | S. Carroll | 0.30 | 247.50 | Email with J. Vanacore regarding additional revisions to retention application requested by United States Trustee; |
| 05/01/13 | J. Vanacore | 1.50 | 802.50 | Telephone conference with F. Rivera regarding retention issues raised by the Office of United States Trustee (.2); research regarding issues raised by the Office of the United States Trustee (.4); set up screen per the Office of the United States Trustee's request (.4); telephone conference and email with D. Harris regarding retention issues(.2); email with D. Harris regarding final retention issues raised by the Office of the United States Trustee (.2); resolve language requested by the Office of the United States Trustee (.1); |
| 05/01/13 | A. Coombs | 0.30 | 141.00 | Confer with J. Vanacore regarding retention application (.1); review revised retention application (.2); |
| 05/02/13 | J. Vanacore | 1.00 | 535.00 | Review privilege issues regarding fee application (.2); review and revise fee application exhibits (.2); review redaction issue regarding fee application (.3); work on screening procedure per request from the Office of the United States Trustee (.3); |
| 05/03/13 | J. Vanacore | 1.20 | 642.00 | Two telephone conferences with D. Harris regarding issues raised by the Office of the United States Trustee regarding 327(e) (.2); initial review of issues raised by the Office of the United States Trustee (.2); telephone conference with A. Coombs regarding 327(e) issues and issues raised by the Office of the United States Trustee (.2); brief research regarding issues raised by the Office of the United States Trustee regarding 327(e) retention issues (.6); |
| 05/06/13 | S. Carroll | 0.80 | 660.00 | Email with J. Vanacore and M. Thimmig regarding additional information requested by United States Trustee regarding connections with Nationstar (3.); telephone calls with J. Vanacore and M. Thimmig regarding additional information requested by United States Trustee regarding connections with Nationstar (5.); |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/06/13 | J. Vanacore | 2.40 | 1,284.00 | Review Nationstar claims issues (.4); emails with D. Harris regarding revisions to retention required by the Office of the United States Trustee (.2); review all Nationstar claims to draft insert per the Office of the United States Trustee (1.2); update Nationstar claims chart (.2); draft exhibit for retention application per the Office of the United States Trustee (.4); |
| 05/07/13 | J. Vanacore | 0.90 | 481.50 | Review fee application issues raised by the Office of the United States Trustee (.2); review redaction issues and docket with D. Harris (.4); email with S. Linde regarding requests by the Office of the United States Trustee (.2); review issues raised by the Office of the United States Trustee (.1); |
| 05/08/13 | J. Vanacore | 2.50 | 1,337.50 | Work with M. Thimmig regarding issues raised by the Office of the United States Trustee (.4); draft insert to retention per request from the Office of the United States Trustee (.4); telephone conference with M. Thimmig regarding revisions to retention and Nationstar issues (.5); emails with D. Harris regarding the Office of the United States Trustee retention issues; (.2); review and revise S. Linde declaration, retention application and exhibit to respond to comments from the Office of the United States Trustee (.6); review and revise retention application affidavit (.4); |
| 05/08/13 | A. Coombs | 0.10 | 47.00 | Review revisions to retention application regarding Nationstar representation; |
| 05/09/13 | J. Vanacore | 1.20 | 642.00 | Email with the Office of the United States Trustee regarding retention issues (.1); email with D. Harris regarding retention and resolution of outstanding Office of the United States Trustee issues (.2); review issues raised by the Office of the United States Trustee (.2); review redaction issues with D. Harris (.2); telephone conference with D. Harris regarding final Office of the United States Trustee issues regarding retention (.2); draft detail memo to group regarding the Office of the United States Trustee issues and proposed retention resolution (.3); |
| 05/09/13 | A. Coombs | 0.40 | 188.00 | Review email from J. Vanacore regarding updates from U.S. Trustee regarding retention application (.1); revise retention application (.3); |
| 05/10/13 | J. Vanacore | 0.20 | 107.00 | Email with D. Harris regarding transcript; |



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007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--|
| 05/13/13 | S. Carroll | 0.60 | 495.00 | Email with J. Vanacore and S. Linde regarding communications with United States Trustee with respect to sign-off on retention application; |
| 05/13/13 | J. Vanacore | 0.30 | 160.50 | Email with the Office of the United States Trustee regarding retention issues (.2); internal emails regarding retention (.1); |
| 05/14/13 | J. Vanacore | 1.50 | 802.50 | Review retention issues [REDACTED] (1.3); [REDACTED] (.2); |
| 05/14/13 | S. Haider | 0.10 | 39.50 | Review email from S. Feldman describing fee application compliance; |
| 05/16/13 | J. Vanacore | 0.90 | 481.50 | Telephone conference with D. Harris regarding retention issues (.2); telephone conference with M. Sharkey regarding response by the Office of the United States Trustee to retention (.2); telephone conference with S. Linde regarding the Office of the United States Trustee retention issue (.3); email with D. Harris regarding response to the Office of the United States Trustee (.2); |
| 05/16/13 | A. Coombs | 0.10 | 47.00 | Review confirmation from U.S. Trustee on retention application; |
| 05/17/13 | J. Vanacore | 0.60 | 321.00 | Review retention issues raised by the Office of the United States Trustee with A. Smith (.4); review final retention issues; emails with J. Harris and internally regarding application (.2); |
| 05/23/13 | J. Vanacore | 0.30 | 160.50 | Review retention issues raised by the Office of the United States of Trustee (.1); review docket regarding potential objections (.1); emails with internal team regarding docket (.1); |
| 05/26/13 | J. Vanacore | 0.40 | 214.00 | Research rules on redaction (.2); review Office of the United States Trustee guidelines on redaction (.2); |
| 05/29/13 | J. Vanacore | 0.20 | 107.00 | Telephone conference with S. Linde regarding retention issues and issues raised by the Office of the United States Trustee; |
| 05/31/13 | J. Vanacore | 0.20 | 107.00 | Review retention issues and docket (.1); email with D. Harris regarding resolution of Office of the United States Trustee issues (.1); |



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007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|-------------------------|
| SUBTOTAL | | | | |
| 007 | | 18.00 | | |

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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/01/13 | N. Podsiadlik | 8.60 | 3,483.00 | Finish researching [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (2.3); finish drafting memorandum to V. Chopra, M. Sharkey, and S. Linde [REDACTED] [REDACTED] (.4); draft email [REDACTED] [REDACTED] (.1); |
| 05/01/13 | J. Vanacore | 2.40 | 1,284.00 | Two telephone conferences with M. Sharkey [REDACTED] (.7); telephone conference with M. Sharkey [REDACTED] (.6); research [REDACTED] (.6); email with M. Sharkey regarding research (.2); email with M. Sharkey regarding case law [REDACTED] (.1); follow-up review of case law (.3); email with D. Harris regarding final retention issues raised by the Office of the United States Trustee (.1); resolve language requested by the Office of the United States Trustee (.1); |
| 05/01/13 | S. Linde | 2.10 | 1,522.50 | Review coverage analysis from S. Feldman on robo-signing issues and discuss same (1.1); work on [REDACTED] (.2); call to M. Glick (Kirkland & Ellis) regarding additional insurance information from Ally (.1); review R. Bridgeman research on [REDACTED] (.7); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/01/13 | M. Sharkey | 1.40 | 1,015.00 | Discuss with S. Linde email from M. Glick (Kirkland & Ellis) [REDACTED] (.2); draft and send response email to M. Glick [REDACTED] (.2); discuss bankruptcy issues and their impact on insurance with J. Vanacore (.6); draft update to R. Bridgeman [REDACTED] (.4); |
| 05/01/13 | R. Bridgeman | 1.20 | 744.00 | Review email from M. Sharkey (.2); refer to documentation underlying issues (.8); email to J. Schreiner regarding information requests (.2); |
| 05/02/13 | N. Podsiadlik | 2.80 | 1,134.00 | Research [REDACTED] [REDACTED]; |
| 05/02/13 | S. Linde | 4.50 | 3,262.50 | Telephone conferences with N. Rosenbaum and J. Wishnew (Morrison & Foerster) [REDACTED] (1.1); telephone conferences with V. Chopra regarding notice to insurers (.2); telephone conference with N. Rosenbaum and W. Thompson [REDACTED] (.5); telephone conference with bankruptcy counsel and Residential Funding Corp. defense counsel [REDACTED] (.4); telephone conference with V. Chopra [REDACTED] (.2); work on analysis for meetings with insurance carriers (2.1); |
| 05/02/13 | S. Linde | 3.50 | 2,537.50 | Review errors and omissions coverage issues and discuss with A. Coombs (.4); review case law [REDACTED] (.5); prepare for [REDACTED] (2.1); telephone conference with M. Sharkey, A. Coombs, and G. Lee (Morrison & Foerster) regarding analysis (.2); conference with M. Sharkey and A. Coombs regarding analysis (.3); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/02/13 | M. Sharkey | 3.00 | 2,175.00 | Review N. Podsiadlik email with research results [REDACTED] (.1); discuss [REDACTED] [REDACTED] research with A. Coombs (.2); telephone conferences with S. Linde [REDACTED] (.3); telephone conferences with A. Coombs regarding errors and omissions issues (.2); telephone conferences with S. Russell [REDACTED] (.2); [REDACTED] (.8); telephone conference with S. Linde, A. Coombs, and G. Lee (Morrison & Foerster) [REDACTED] (.2); telephone conference with S. Linde and A. Coombs [REDACTED] (.3); meet with A. Coombs [REDACTED] (.5); meet with S. Russell to discuss history of underlying claims (.2); |
| 05/02/13 | A. Coombs | 4.00 | 1,880.00 | Research [REDACTED] (1.5); analyze coverage issues [REDACTED] (.4); draft talking points of major coverage issues [REDACTED] (.5); conference with M. Sharkey [REDACTED] (.3); conference call with M. Sharkey, S. Linde, and Morrison & Foerster regarding progress of research [REDACTED] (.3); |
| 05/02/13 | V. Chopra | 1.30 | 832.00 | Review [REDACTED] (.5); email with bankruptcy counsel [REDACTED] (.2); telephone conference with bankruptcy counsel and Residential Funding Corp. defense counsel [REDACTED] (.4); telephone conference with S. Linde [REDACTED] (.2); |
| 05/02/13 | S. Russell | 6.90 | 3,243.00 | Analyze underlying claims [REDACTED] (.4); confer with M. Sharkey and A. Coombs regarding same (.5); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/03/13 | N. Podsiadlik | 4.10 | 1,660.50 | Research [REDACTED] [REDACTED] [REDACTED] [REDACTED] (2.4); draft memorandum [REDACTED] [REDACTED] [REDACTED] [REDACTED] (1.1); telephone conference with V. Chopra [REDACTED] [REDACTED] (.1); draft list of insurers and their counsel with service information (.5); |
| 05/03/13 | S. Linde | 0.70 | 507.50 | Review [REDACTED] (.4); telephone conference with V. Chopra [REDACTED] (.3); |
| 05/03/13 | V. Chopra | 0.90 | 576.00 | Draft [REDACTED] (.5); email regarding [REDACTED] [REDACTED] (.2); telephone conference with N. Podsiadlik [REDACTED] (.2); |
| 05/04/13 | S. Linde | 3.50 | 2,537.50 | Review all insurance coverage memoranda and read cases in preparation for Creditors Committee meeting (3.1); revise outline for meeting (.4); |
| 05/05/13 | S. Linde | 2.70 | 1,957.50 | Telephone conference with V. Chopra [REDACTED] (.4); review correspondence with carriers and questions regarding same (.3); analyze coverage claims (2.0); |
| 05/05/13 | S. Linde | 10.20 | 7,395.00 | Email with J. Haims (Morrison & Foerster) regarding meeting with Creditors Committee (.1); analyze complaints and registration issues (2.2); review A. Coombs chart and E&O bullet points and questions regarding same (1.1); call to M. Sharkey in preparation for May 6 call with Creditors Committee (.7); analyze D&O coverage issues (3.4); review and revise bankruptcy language for insurance issues (.3); prepare for call with Creditors Committee (2.2); telephone conference with M. Sharkey regarding Creditors Committee call (.2); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/05/13 | M. Sharkey | 0.50 | 362.50 | Review proposed language on insurance for bankruptcy plan (.2); review chart and analysis of underlying actions [REDACTED] in preparation for May 6 telephone conference with Creditors Committee (.3); |
| 05/06/13 | N. Podsiadlik | 1.40 | 567.00 | Prepare for telephone conference with V. Chopra, S. Feldman (.1); email V. Chopra, S. Feldman [REDACTED] [REDACTED] (.1); begin researching [REDACTED] [REDACTED] (.8); telephone conference with S. Feldman (.2); email S. Feldman regarding case background, analysis (.2); |
| 05/06/13 | S. Linde | 5.30 | 3,842.50 | Meeting with V. Chopra regarding strategy [REDACTED] [REDACTED] (.6); telephone conference with J. Haims (Morrison & Foerster) regarding weekend progress with plaintiffs and current Ally position (.2); review analysis of insurance policies and claims in preparation for meeting with Creditors Committee (3.7); conference call with J. Haims and G. Lee (Morrison & Foerster) in preparation for Creditors Committee call and update on current status of negotiations with plaintiffs (.8); |
| 05/06/13 | M. Sharkey | 5.10 | 3,697.50 | Work on chart and analysis of underlying cases in relation to insurance coverage issues in preparation for telephone conference with Creditors Committee (2.2); meet with S. Linde and A. Coombs to discuss analysis (.7); telephone conference with J. Haims and G. Lee (Morrison & Foerster), S. Linde, and A. Coombs to discuss analysis (1.0); conference call with counsel for Creditors Committee (Kramer & Levin), J. Haims and G. Lee (Morrison & Foerster), S. Linde, and A. Coombs regarding insurance issues (1.2); |
| 05/06/13 | A. Coombs | 3.50 | 1,645.00 | Review and revise chart of registration statements related to MBS lawsuits (2.3); conference with M. Sharkey [REDACTED] (.6); attend conference call with M. Sharkey, S. Linde, debtors counsel, and creditors committee counsel [REDACTED] (.6); |
| 05/06/13 | V. Chopra | 1.00 | 640.00 | Telephone conference in preparation for insurer call (.8); follow-up to call (.2); |
| 05/07/13 | N. Podsiadlik | 1.60 | 648.00 | Continue researching [REDACTED] [REDACTED]; |



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|----------|--------------------|-------|----------|---|
| 05/07/13 | S. Carroll | 0.30 | 247.50 | Telephone conference with V. Chopra regarding insurance coverage issues for class actions against RFC arising from mortgage issuances [REDACTED] [REDACTED]; [REDACTED]; [REDACTED]; |
| 05/07/13 | S. Linde | 4.10 | 2,972.50 | Prepare for insurance update conference call with Morrison & Foerster (1.1); telephone conference with Morrison & Foerster regarding N.J. Carpenters, FDIC, and FHFA claims (1.4); review N.J. Carpenters complaint and discuss with M. Sharkey (1.1); telephone conference on coverage issues with bankruptcy counsel, defense counsel, and ResCap counsel (.5); |
| 05/07/13 | M. Sharkey | 1.80 | 1,305.00 | Participate in telephone conference with Morrison & Foerster attorneys (1.5); telephone conference with S. Linde regarding New Jersey Carpenters complaint (.1); email New Jersey Carpenters complaint to S. Linde (.2); |
| 05/07/13 | A. Coombs | 0.20 | 94.00 | Review listing of GM and GMAC officers and directors [REDACTED] [REDACTED]; |
| 05/07/13 | V. Chopra | 2.20 | 1,408.00 | Draft [REDACTED] (.8); draft [REDACTED] (.5); draft email regarding insurance research (.4); follow-up call with bankruptcy counsel, defense counsel, and ResCap counsel (.5); |
| 05/07/13 | S. Feldman | 4.80 | 2,760.00 | Review key documents, including correspondence to and from insurers as well as legal memoranda (3.4); attend conference call with defense counsel, bankruptcy counsel, coverage counsel and insurance company representatives regarding status of bankruptcy proceeding, settlement negotiations [REDACTED] [REDACTED] (1.4); |



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|----------|--------------------|-------|----------|---|
| 05/08/13 | N. Podsiadlik | 3.10 | 1,255.50 | Telephone conference with S. Feldman regarding coverage issues (.2); telephone conference with V. Chopra, S. Carroll, K. Aldama regarding proposed structure of settlement (.3); finish researching validity of Chubb Atlantic's Bermuda choice of law provision (1.3); draft memorandum to V. Chopra, M. Sharkey regarding validity of Chubb Atlantic's Bermuda choice of law provision (1.3); |
| 05/08/13 | S. Carroll | 1.40 | 1,155.00 | Meetings with S. Haider [REDACTED] [REDACTED] (.6); telephone conference with K. Aldama and V. Chopra regarding insurance coverage issues [REDACTED] [REDACTED] (.8); |
| 05/08/13 | S. Haider | 5.30 | 2,093.50 | Conference with V. Chopra and S. Carroll regarding research needs and relevant background (.3); conference with S. Carroll discussing issues and related research needed (.3); Review email forwarded by S. Carroll, including summary from V. Chopra [REDACTED] [REDACTED] (.8); instructions to paralegal regarding preliminary research [REDACTED] [REDACTED] (.2); review list of cases provided by paralegal (3); perform research [REDACTED] [REDACTED] (3.4); |
| 05/08/13 | S. Linde | 4.60 | 3,335.00 | Conferences with V. Chopra regarding status of coverage research (.3); review and revise [REDACTED] (.2); conference with V. Chopra regarding [REDACTED] (.3); review coverage analysis from team and work on strategy (2.6); prepare for insurance carrier meetings (1.2); |
| 05/08/13 | V. Chopra | 2.50 | 1,600.00 | Telephone conference with S. Carroll and K. Aldama [REDACTED] (.5) and prepare for same (.4); edit letter to insurers [REDACTED] (.4); telephone conference with Bryan Cave [REDACTED] (.3); emails and telephone conference with AON regarding letter (.4); telephone conference with W. Thompson regarding letter (.2); email and telephone conferences with S. Linde regarding letter (.3); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/08/13 | S. Feldman | 4.60 | 2,645.00 | Review key documents, including subject insurance policies, correspondence to and from insurers, and legal memoranda (1.8); analyze coverage issues (1.5); conference with N. Podsiadlik regarding coverage issues (.3); review materials [REDACTED] (.4); prepare [REDACTED] (.6); |
| 05/09/13 | N. Podsiadlik | 3.80 | 1,539.00 | Review documents from V. Chopra [REDACTED] [REDACTED] [REDACTED] [REDACTED] (.2); analyze insurers' reservations of rights (1.7); draft outline suggesting research plan [REDACTED] [REDACTED] (1.9); |
| 05/09/13 | S. Linde | 4.20 | 3,045.00 | Telephone conference with V. Chopra regarding next steps [REDACTED] (.4); work on [REDACTED] (1.7); review insurance issues identified by J. Haims and potential settlement with claimants and Ally (.7); insurance coverage issue analysis regarding New Jersey Carpenters action (1.4); |
| 05/09/13 | L. Kellner | 1.20 | 1,080.00 | Review email from V. Chopra regarding next steps (.7); telephone conference with V. Chopra regarding next steps (.5); |
| 05/09/13 | V. Chopra | 0.70 | 448.00 | Telephone conferences with S. Linde regarding next steps (.3); draft email to bankruptcy counsel regarding next steps [REDACTED] (.4); |
| 05/09/13 | S. Feldman | 1.10 | 632.50 | Review correspondence and emails [REDACTED] [REDACTED] (.2); continue review of policy and correspondence (.9); |
| 05/10/13 | N. Podsiadlik | 3.80 | 1,539.00 | Communicate with M. Sharkey regarding developing comprehensive research plan, collecting and synthesizing research to date (.3); begin analyzing research (1.8); prepare for telephone conference with V. Chopra and S. Feldman (.2); telephone conference with V. Chopra and S. Feldman (.5); review insurer correspondence in reply to ResCap notification letter of potential settlement (1.0); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/10/13 | S. Haider | 5.90 | 2,330.50 | Conference with S. Feldman on general background, including details of insurance issues (.5); review insurer responses circulated by V. Chopra (.3); review email summary from V. Chopra on status update, including attachments (.7); perform research [REDACTED] (3.2); review background memo from S. Feldman (.8); draft email summarizing research highlights [REDACTED] (.4); |
| 05/10/13 | S. Linde | 5.20 | 3,770.00 | Review insurer correspondence (.2); discuss next steps with V. Chopra and L. Kellner (.4); conference with Morrison & Foerster and Bryan Cave attorneys regarding Kessler claims and insurance issues (.8); follow-up discussion regarding same with V. Chopra (.2); review and revise letter to carriers (.7); discuss revisions with V. Chopra (.4); prepare for insurance carrier meeting (.4); review research assignments (.2); telephone conference with Morrison & Foerster attorneys regarding insurance language in plan and revisions to protect ResCap (.8); review and revise plan language (.7); research [REDACTED] (.4); |
| 05/10/13 | A. Coombs | 0.40 | 188.00 | Confer with M. Sharkey [REDACTED] (.2); email N. Podsiadlik regarding same (.2); |
| 05/10/13 | V. Chopra | 4.60 | 2,944.00 | Review insurer correspondence (.3); review research [REDACTED] (.5); draft talking points on next steps (.4); review talking points with S. Linde and L. Kellner (.4); telephone conference with J. Wishnew [REDACTED] (.3); review research list on insurance issues (.2); draft email regarding bankruptcy/insurance research issues (.3); telephone conference with bankruptcy counsel and defense counsel regarding Kessler claims and insurance issues (.8); follow-up discussion regarding same with S. Linde (.2); answer bankruptcy counsel questions (.2); draft update letter to insurers and conference with S. Linde regarding same (1.0); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|---|
| 05/10/13 | S. Feldman | 5.90 | 3,392.50 | Prepare for and participate in conference call with V. Chopra and N. Podsiadlik regarding coverage issues to be researched and related strategy considerations (1.1); review recent correspondence with insurers, and related emails (.2); draft detailed outline of coverage issues to be researched and related review of insurance policies and reservation of rights correspondence (3.9); conference call with S. Haider [REDACTED] [REDACTED] (.4); emails with ResCap team regarding coverage-related issues (.3); |
| 05/11/13 | S. Linde | 5.90 | 4,277.50 | Review case law on coverage issues from team [REDACTED] (3.1); work on insurance plan language and research regarding same (2.8); |
| 05/12/13 | K. Aldama | 3.60 | 2,016.00 | Review insurer responses to May 8 letter and background materials; |
| 05/12/13 | S. Linde | 10.50 | 7,612.50 | Conference calls with Perkins team on term sheet and plan support language (1.8); review and revise language and discuss same with Morrison & Foerster and Morrison Cohen lawyers on multiple telephone conferences (6.7); review correspondence from G. Lee (Morrison & Foerster) regarding Ally carrier letter and discuss same with Perkins team (.6); discuss [REDACTED] (.6); telephone conferences with V. Chopra regarding Kessler language (.8); |
| 05/12/13 | M. Sharkey | 8.50 | 6,162.50 | Telephone conference with V. Chopra on language [REDACTED] (.1); review and revise language in drafts of term sheet and plan support agreement [REDACTED] (2.2); review, revise and comment on insurance-related language in multiple drafts of term sheet and plan support agreement (5.5); telephone conference with S. Linde regarding insurance issues in term sheet drafts (.2); telephone conference with J. Moldovan and D. Piedra (Morrison & Cohen) regarding insurance and indemnification language in draft term sheet (.5); |



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|----------|--------------------|-------|----------|--|
| 05/12/13 | V. Chopra | 7.00 | 4,480.00 | Draft edits to proposed term sheet and plan documents (5.0); telephone conferences and emails with bankruptcy counsel regarding same (1.0); edit [REDACTED] [REDACTED], conference calls, and email regarding same (.8); review Ally notice letter (.2); |
| 05/12/13 | S. Feldman | 0.20 | 115.00 | Review settlement term sheet and related emails in relation to coverage issues (.2); |
| 05/13/13 | K. Aldama | 0.20 | 112.00 | Email with V. Chopra and S. Carroll regarding [REDACTED]; |
| 05/13/13 | N. Podsiadlik | 3.20 | 1,296.00 | Review insurer correspondence regarding May 8, 2013 letter of notice from ResCap (1.4); draft email to V. Chopra regarding ResCap-insurer correspondence (.8); prepare for telephone call with S. Feldman, J. Crum regarding research plan (.5); telephone conference with S. Feldman and J. Crum regarding research plan (.5); |
| 05/13/13 | S. Carroll | 1.10 | 907.50 | Meetings with S. Haider regarding insurance coverage issues for class actions against RFC arising from mortgage issuances [REDACTED] [REDACTED] [REDACTED] (.7); emails with V. Chopra regarding insurance coverage issues for class actions against RFC arising from mortgage issuances (.4); |
| 05/13/13 | S. Haider | 9.00 | 3,555.00 | Review and organize research related notes in preparation for conference with V. Chopra and S. Carroll [REDACTED] (.6); conferences with S. Carroll [REDACTED] (.7); research [REDACTED] (3.2); research [REDACTED] (1.4); review email from V. Chopra regarding update on status of negotiations and anticipated timeframe with respect to research [REDACTED] (.2); research [REDACTED] (2.9); |



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|----------|--------------------|-------|----------|--|
| 05/13/13 | S. Linde | 10.20 | 7,395.00 | Telephone conferences with V. Chopra [REDACTED] [REDACTED] (.3); review plan documents, revise, and participate in multiple rounds of revisions and calls with Morrison & Foerster, Morrison & Cohen, and Kramer Levin attorneys (9.2); address Kramer Levin issues related to ResCap employees (.7); |
| 05/13/13 | M. Sharkey | 10.50 | 7,612.50 | Review, revise and comment on multiple drafts of term sheet and plan support agreement, addressing language related to insurance issues; |
| 05/13/13 | L. Kellner | 3.40 | 3,060.00 | Telephone conference with V. Chopra with respect to term sheet (.6); analyze term sheet (2.1); telephone conference with V. Chopra and S. Linde regarding about term sheet [REDACTED] [REDACTED] (.7); |
| 05/13/13 | V. Chopra | 8.50 | 5,440.00 | Review latest versions of term sheet and plan support agreement (.7); update letter to insurers (.3); telephone conference with debtors counsel [REDACTED] [REDACTED] (.3); email [REDACTED] [REDACTED] (.2); telephone conference with L. Kellner regarding status of matter (.2); telephone conference with S. Linde regarding proposed edits to documents (.2); telephone conference with M. Sharkey regarding same (.1); revise drafts of term sheet and plan support agreement, emails, and conference calls regarding same (6.0); telephone conferences regarding edits to term sheet and plan support agreement (.5); |
| 05/13/13 | S. Feldman | 5.40 | 3,105.00 | Review pleadings, orders and other historic documentation from class action proceeding (1.3); prepare for and participate in conference call with N. Podsiadlik and J. Crum regarding research issues (.8); review recent correspondence with insurers (.1); emails with ResCap team regarding coverage-related issues (.3); conduct research regarding coverage issues (2.8); email to S. Suankum (Aon) regarding request for documentation (.1); |
| 05/14/13 | K. Aldama | 4.50 | 2,520.00 | Review draft term sheet and related documents (1.3); review background and research memoranda and correspondence with insurers (2.5); telephone conference [REDACTED] with V. Chopra, S. Carroll, S. Feldman, and N. Podsiadlik (.7); |



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|----------|--------------------|-------|----------|---|
| 05/14/13 | N. Podsiadlik | 4.30 | 1,741.50 | Prepare for telephone conference with V. Chopra, S. Carroll, K. Aldama, and S. Feldman [REDACTED] (.3); telephone conference with V. Chopra, S. Carroll, K. Aldama, and S. Feldman [REDACTED] (.7); begin drafting reply [REDACTED] (1.0); review additional insurer correspondence [REDACTED] (1.0); draft update letter to insurers regarding CBNV plaintiffs' demands, bankruptcy agreement among ResCap, Ally, and creditors (1.3); |
| 05/14/13 | S. Carroll | 1.90 | 1,567.50 | Meetings with S. Haider regarding insurance coverage issues for class actions against RFC [REDACTED] [REDACTED] [REDACTED] [REDACTED] (.3); emails with V. Chopra regarding insurance coverage issues for class actions against RFC [REDACTED] [REDACTED] [REDACTED] [REDACTED] (1.6); |
| 05/14/13 | S. Haider | 2.10 | 829.50 | Conference with S. Carroll regarding research [REDACTED] [REDACTED] (.3); email to S. Carroll summarizing research in preparation for conference call with V. Chopra [REDACTED] (.7); review revised term sheet and plan support agreement (.7); participate in conference call with V. Chopra, S. Carroll, and K. Aldama [REDACTED] (.4); |
| 05/14/13 | S. Linde | 1.00 | 725.00 | Updates with V. Chopra on status of bankruptcy documents and insurance coverage issues (.6); review documents from N. Rosenbaum (Morrison & Foerster) regarding plan (.4); |



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|----------|--------------------|-------|----------|--|
| 05/14/13 | V. Chopra | 3.10 | 1,984.00 | Conference with S. Linde on progress of term sheet and plan support document (.2); review and draft email regarding term sheet and plan support documents (.2); telephone conference with S. Linde regarding term sheet and plan support agreement [REDACTED] [REDACTED] (.5); review of latest allocation and term sheet and plan support agreement (.3); conference call with team on legal issues [REDACTED] [REDACTED] (.7); review of research [REDACTED] [REDACTED] (.4); telephone conference with debtors counsel regarding term sheet and plan support agreement (.8); |
| 05/14/13 | S. Feldman | 3.90 | 2,242.50 | Review and analysis of voluminous recent correspondence from insurers, and follow-up emails with V. Chopra and N. Podsiadlik (.8); emails with S. Suankum of Aon regarding recent correspondence with insurers (.1); work on response to recent letter [REDACTED] [REDACTED] (.7); review and analysis of bankruptcy plan support agreement and settlement term sheet in connection with various coverage issues (1.2); review demand letter from plaintiffs' counsel (.4); prepare for and participate in conference call with V. Chopra, S. Carroll, K. Aldama, and N. Podsiadlik regarding bankruptcy-related coverage issues (.7); |
| 05/15/13 | N. Podsiadlik | 3.40 | 1,377.00 | Analyze insurer correspondence from past two days (1.0); review documents referenced by insurers in their correspondence, including supposed April 16, 2013 letter from XL (.9); draft memorandum to S. Feldman and V. Chopra regarding insurer correspondence from past two days (.7); communicate with S. Feldman and V. Chopra regarding earlier Aon-insurer correspondence, bankruptcy background [REDACTED] [REDACTED] (.8); |
| 05/15/13 | S. Carroll | 4.70 | 3,877.50 | Review various draft documents related to settlement issues, including plan support agreements and plan term sheets (3.8); email with V. Chopra regarding insurance coverage issues for class actions against RFC (.3); meetings with S. Haider regarding insurance coverage issues for class actions against RFC (.6); |



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| 05/15/13 | S. Haider | 1.20 | 474.00 | Conferences with S. Carroll [REDACTED] (.6); initial drafting of memorandum to V. Chopra [REDACTED] (.6); |
| 05/15/13 | S. Linde | 2.80 | 2,030.00 | Prepare for Kessler call on insurance coverage issues (1.3); discuss talking points with V. Chopra (.3); telephone conference with ResCap, debtor's counsel, and defense counsel regarding Kessler plaintiff meeting (1.2); |
| 05/15/13 | M. Sharkey | 0.60 | 435.00 | Review bullet points for presentation on insurance with Kessler claimants (.2); discuss with V. Chopra [REDACTED] (.4); |
| 05/15/13 | V. Chopra | 5.60 | 3,584.00 | Review insurer correspondence (.3); edit insurer update letter (.3); conference with S. Linde and M. Sharkey [REDACTED] (.5); emails and telephone conferences [REDACTED] (.5); review of final term sheet and plan support agreement confidentiality provisions and emails regarding same (.3); telephone conference with W. Thompson regarding [REDACTED] preparation for Kessler meeting (.4); draft talking points for Kessler meeting (.6); conference with S. Linde and M. Sharkey regarding talking points (.4); prepare for conference call with bankruptcy counsel, defense counsel, and client (.4); email and telephone conferences with N. Podsiadlik [REDACTED] (.4); email with S. Feldman [REDACTED] (.3); telephone conference with ResCap, debtor's counsel, and defense counsel regarding Kessler plaintiff meeting (1.2); |
| 05/15/13 | S. Feldman | 2.60 | 1,495.00 | Continue review and analysis of voluminous recent correspondence from insurers, and follow-up emails with V. Chopra and N. Podsiadlik (.5); review and revise letter to insurers regarding pending matters [REDACTED] [REDACTED] (1.4); review and analysis [REDACTED] (.5); emails with V. Chopra [REDACTED] (.2); |



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|----------|--------------------|-------|----------|---|
| 05/16/13 | N. Podsiadlik | 7.40 | 2,997.00 | Analyze new insurer correspondence per V. Chopra [REDACTED] [REDACTED] (1.5); email V. Chopra, S. Feldman, J. Crum, and E. Sisson regarding new insurer correspondence and logistics of tracking correspondence (.5); revise research outline distributed by S. Feldman (.3); email S. Feldman regarding revisions to research outline (.1); begin researching case law [REDACTED] [REDACTED] (3.7); draft reply to XLIB insurer regarding "April 16" letter and upcoming presentation to insurers (1.2); email V. Chopra regarding draft reply to XLIB insurer (.1); |
| 05/16/13 | S. Haider | 12.90 | 5,095.50 | Draft memorandum insert [REDACTED] [REDACTED] (2.6); draft memorandum insert [REDACTED] [REDACTED] (3.8); draft memorandum insert [REDACTED] [REDACTED] (3.9); review and revise memorandum to V. Chopra addressing research questions (2.2); finalize memorandum and circulate same to S. Carroll, including cover email (.4); |
| 05/16/13 | S. Linde | 2.50 | 1,812.50 | Update with V. Chopra on coverage issues and review of research memos regarding same (1.7); revise letter to insurance carriers (.3); conferences with V. Chopra regarding meetings with plaintiffs counsel (.5); |



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| 05/16/13 | V. Chopra | 10.50 | 6,720.00 | Review [REDACTED] insurer correspondence, and research memos in preparation for meeting with debtors counsel and Kessler plaintiffs (3.0); draft talking points for meeting with Kessler plaintiffs counsel (1.0); meet with debtors counsel [REDACTED] (1.0); meet with client, creditors counsel, debtors counsel, and defense counsel in preparation for meeting with plaintiffs counsel (1.5); meetings [REDACTED] [REDACTED] (1.0); advise bankruptcy counsel on follow-up insurance issues (.5); plan insurer meeting (.5); draft update letter to insurers, email, and conference calls regarding same (1.5); telephone conferences with S. Linde regarding meetings with plaintiffs counsel (.5); |
| 05/16/13 | S. Feldman | 7.40 | 4,255.00 | Update and circulate research outline of coverage issues (.7); conduct research on various coverage issues (4.7); review new correspondence from insurers (.2); emails with V. Chopra and N. Podsiadlik regarding issues [REDACTED] [REDACTED] (.3); review excess insurers policies and analyze [REDACTED] [REDACTED] (1.5); |
| 05/17/13 | J. Crum | 2.50 | 1,025.00 | Research [REDACTED]; |
| 05/17/13 | N. Podsiadlik | 3.90 | 1,579.50 | Correspond with V. Chopra regarding documents [REDACTED] (.2); continued research [REDACTED] [REDACTED] (2.9); email V. Chopra, R. Crandell, and E. Sisson regarding Swiss Re insurer correspondence (.3); email R. Crandell regarding documents [REDACTED] [REDACTED] [REDACTED] (.5); |

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| 05/17/13 | S. Haider | 8.10 | 3,199.50 | Review comments and edits on draft memorandum to V. Chopra [REDACTED] (.9); perform additional research and draft inserts in response to comments by S. Carroll (2.9); email with S. Carroll providing additional information (.2); conference with S. Carroll regarding draft memorandum (.2); finalize and provide second draft memorandum to S. Carroll for review (1.1); review comments and edits from S. Carroll to second draft memorandum (.3); review and revise memorandum prior to circulation (2.2); provide memorandum to V. Chopra, including cover email (.2); review email from V. Chopra regarding memorandum and attached supplemental term sheet (.3); |
| 05/17/13 | S. Linde | 6.00 | 4,350.00 | Work on insurance carrier presentation (2.1); revise letter from V. Chopra to carriers and discuss same (.3); work on research [REDACTED] (3.6); |
| 05/17/13 | M. Sharkey | 4.50 | 3,262.50 | Review and comment on letter to insurance companies (.2); work on research [REDACTED] (3.6); review and comment on supplemental term sheet (.7); |
| 05/17/13 | V. Chopra | 4.00 | 2,560.00 | Review emails from debtors counsel regarding UCC presentation and respond to same (.4); telephone conference with N. Rosenbaum and debtors counsel [REDACTED] (.2); edit update letter to insurers, review and respond to emails regarding same (1.0); draft research outline for insurer presentation (1.0); telephone conferences and emails regarding research issues for insurer presentation outline (1.0); finalize letter to insurers (.4); |
| 05/17/13 | S. Feldman | 5.10 | 2,932.50 | Conduct research on coverage issues (3.4); review pleadings from underlying action and bankruptcy proceeding (.7); prepare email summary of research [REDACTED] (.5); review correspondence to insurers (.1); review coverage analysis prepared by Bryan Cave (.4); |
| 05/18/13 | J. Crum | 4.20 | 1,722.00 | Research case law [REDACTED]; |
| 05/18/13 | R. Crandell | 7.60 | 3,610.00 | Prepare chronology of correspondence from Assureds [REDACTED]; |



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| 05/18/13 | N. Podsiadlik | 4.10 | 1,660.50 | Research [REDACTED] [REDACTED] [REDACTED]; [REDACTED] |
| 05/18/13 | S. Linde | 3.60 | 2,610.00 | Review case law [REDACTED] [REDACTED] (1.2); discuss same with V. Chopra (.6); revise draft term sheet (.7); review S. Carroll memorandum and case law (1.1); |
| 05/19/13 | N. Podsiadlik | 6.20 | 2,511.00 | Research [REDACTED] [REDACTED] [REDACTED] (4.0); begin drafting memorandum [REDACTED] [REDACTED] [REDACTED] (2.2); [REDACTED] |
| 05/19/13 | S. Haider | 1.60 | 632.00 | Review and consider email from V. Chopra [REDACTED] [REDACTED] (.8); review and analyze proposed edits to supplemental term sheet from V. Chopra (.4); review and consider additional comments from S. Carroll [REDACTED] (.4); [REDACTED] |
| 05/19/13 | M. Sharkey | 1.40 | 1,015.00 | Review and comment on multiple drafts of supplemental term sheet and its insurance provisions; |
| 05/19/13 | V. Chopra | 6.00 | 3,840.00 | Review case law [REDACTED] [REDACTED] (2.0); review memorandum [REDACTED], draft email in responses to memo and draft supplemental term sheet (1.5); edit supplemental term sheet and emails regarding same (.8); telephone conferences with S. Linde regarding edits (.4); review M. Sharkey edits to email memorandum [REDACTED] [REDACTED] and supplemental term sheet (.4); update edits on supplemental term sheet (.6); emails with S. Carroll [REDACTED] (.3); [REDACTED] |



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|----------|--------------------|-------|----------|---|
| 05/20/13 | K. Aldama | 2.40 | 1,344.00 | Meeting with R. Crandall regarding Mitchell issues for presentation to insurers (.2); correspondence with N. Podsiadlik regarding Mitchell issues for presentation to insurers (.1); review Mitchell policies and correspondence with insurers regarding Mitchell (2.1); |
| 05/20/13 | J. Crum | 6.80 | 2,788.00 | Research and draft memorandum [REDACTED] [REDACTED]; |
| 05/20/13 | R. Crandell | 6.20 | 2,945.00 | Call with S. Suankum regarding reporting mechanism to carriers (.2); research [REDACTED] [REDACTED] (.3); preparation of issue module regarding notice provided to carriers (5.5); provide background materials to K. Aldama regarding the Mitchell case (.2); |
| 05/20/13 | N. Podsiadlik | 6.20 | 2,511.00 | Review insurer correspondence and policy language [REDACTED] [REDACTED] (.3); draft email to V. Chopra and R. Crandell [REDACTED] (.2); email K. Aldama and R. Crandell regarding Mitchell case background [REDACTED] [REDACTED] (.4); finalize research [REDACTED] [REDACTED] [REDACTED] (2.1); continue drafting memorandum [REDACTED] [REDACTED] [REDACTED] (3.2); |
| 05/20/13 | S. Carroll | 2.90 | 2,392.50 | Meetings with S. Haider, telephone calls and emails with V. Chopra regarding insurance coverage issues for class action against RFC (1.7); review documents [REDACTED] (1.2); |
| 05/20/13 | S. Haider | 2.60 | 1,027.00 | Review email from V. Chopra [REDACTED] [REDACTED] [REDACTED] (.7); conference with V. Chopra and S. Carroll regarding memo and remaining issues (.3); research [REDACTED] [REDACTED] (1.3); email to V. Chopra and S. Carroll [REDACTED] [REDACTED] (4); emails with V. Chopra and S. Carroll regarding scheduling conference (.2); |



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|----------|--------------------|-------|----------|--|
| 05/20/13 | S. Linde | 4.30 | 3,117.50 | Conference with M. Sharkey [REDACTED] [REDACTED] (.6); revisions to term sheet (.8); telephone conferences with V. Chopra regarding supplemental term sheet (.7); work on insurance carrier presentation (2.2); |
| 05/20/13 | M. Sharkey | 2.60 | 1,885.00 | Research [REDACTED] (2.4); review supplemental term sheet draft (.1); telephone conference with V. Chopra regarding supplemental term sheet draft (.1); |
| 05/20/13 | V. Chopra | 3.40 | 2,176.00 | Review case law [REDACTED] [REDACTED] (1.5); edit supplemental term sheet and email regarding same (.5); draft email with follow-up research questions (.3); telephone conference with S. Carroll regarding coverage issues (.3); review [REDACTED] (.3); provide further edits to supplemental term sheet (.5); |
| 05/20/13 | S. Feldman | 3.60 | 2,070.00 | Conduct research [REDACTED]; |
| 05/21/13 | K. Aldama | 5.50 | 3,080.00 | Research regarding coverage issues [REDACTED] [REDACTED] (4.0); memorandum to V. Chopra regarding coverage issues [REDACTED] [REDACTED] (1.2); review recent correspondence with insurers regarding Kessler settlement negotiations (.3); |
| 05/21/13 | J. Crum | 7.10 | 2,911.00 | Research, draft and revise memo [REDACTED] [REDACTED]; |
| 05/21/13 | R. Crandell | 5.80 | 2,755.00 | Preparation of issue module [REDACTED] [REDACTED] (2.5); preparation of issue module [REDACTED] [REDACTED] (3.3); |



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| 05/21/13 | N. Podsiadlik | 8.20 | 3,321.00 | Research Mitchell case background [REDACTED] [REDACTED] [REDACTED] [REDACTED] (1.2); draft email to K. Aldama and R. Crandell regarding Mitchell case background [REDACTED] [REDACTED] [REDACTED] [REDACTED] (.8); review newly obtained correspondence from the Mitchell case (.3); continue drafting memorandum to V. Chopra [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (5.9); |
| 05/21/13 | S. Linde | 2.80 | 2,030.00 | Email and telephone conferences with debtors counsel regarding edits to supplemental term sheet (1.5); revisions to supplemental term sheet (.3); emails with V. Chopra, M. Sharkey, Morrison & Foerster and Kramer Levin lawyers regarding edits to supplemental term sheet (1.0); |
| 05/21/13 | M. Sharkey | 4.50 | 3,262.50 | Research [REDACTED] (2.6); review research drafts (.3); telephone conference with V. Chopra regarding insurance language (.1); telephone conference with V. Chopra and Morrison & Foerster attorneys regarding supplement term sheet and insurance issues (1.5); |
| 05/21/13 | V. Chopra | 3.50 | 2,240.00 | Emails and telephone conferences with debtors counsel regarding edits to supplemental term sheet (1.5); edit and comment on supplemental term sheet (1.0); email with S. Linde, M. Sharkey, and debtors counsel regarding edits to supplemental term sheet (1.0); |
| 05/22/13 | K. Aldama | 4.20 | 2,352.00 | Research [REDACTED] (2.9); review correspondence and drafts of settlement documents [REDACTED] [REDACTED] (1.3); |



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|----------|--------------------|-------|----------|---|
| 05/22/13 | J. Crum | 8.40 | 3,444.00 | Review correspondence and additional background material (1.2); draft, revise, and finalize memo [REDACTED] (6.8); review related memos from N. Podsiadlik and R. Crandell (.4); |
| 05/22/13 | R. Crandell | 8.60 | 4,085.00 | Review background materials [REDACTED] (2.1); call with V. Chopra, M. Sharkey, and N. Podsiadlik regarding research [REDACTED] (.5); conference with N. Podsiadlik [REDACTED] (.5); compile material [REDACTED] (1.5); prepare memorandum [REDACTED] (4.0); |
| 05/22/13 | N. Podsiadlik | 5.80 | 2,349.00 | Review per V. Chopra research [REDACTED] [REDACTED] [REDACTED] (1.0); telephone conference with V. Chopra, M. Sharkey, R. Crandell [REDACTED] (.5); conference with R. Crandell [REDACTED] (.5); finish drafting memorandum to V. Chopra [REDACTED] [REDACTED] [REDACTED] [REDACTED] (3.8); |
| 05/22/13 | S. Linde | 1.30 | 942.50 | Email and telephone conferences with V. Chopra regarding edits to supplemental term sheet (.8); telephone conferences with V. Chopra regarding correspondence to carriers (.5); |
| 05/22/13 | M. Sharkey | 2.70 | 1,957.50 | Review [REDACTED] (.6); telephone conference with V. Chopra regarding term sheets (.2); telephone conference with V. Chopra [REDACTED] (.2); research [REDACTED] (1.1); telephone conference with V. Chopra, R. Crandell, and N. Podsiadlik [REDACTED] (.6); |
| 05/22/13 | A. Coombs | 0.80 | 376.00 | Research and analyze cases [REDACTED] (.7); email M. Sharkey regarding same (.1); |



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| 05/22/13 | V. Chopra | 8.50 | 5,440.00 | Edit updated supplemental term sheet (.8); telephone conferences and email with M. Sharkey regarding supplemental term sheet (.8); draft email on outstanding research and supplemental term sheet issues (.8); email with N. Rosenbaum and J. Wishnew regarding supplemental term sheet edits (.5); review and comment on updated supplemental term sheet (.7); review of updated [REDACTED] (.5); telephone conference with N. Rosenbaum regarding same (.3); email and telephone conferences [REDACTED] (.4); telephone conferences with M. Sharkey, N. Podislaisk, and R. Crandell [REDACTED] (1.0); draft and edit email letter to insurers, telephone conferences, and emails regarding same (1.0); email with N. Rosenbaum regarding edits to supplemental term sheet (.4); email and telephone conferences with S. Linde regarding edits to supplemental term sheet (.8); finalize email to insurers (.5); |
| 05/22/13 | S. Feldman | 0.50 | 287.50 | Review voluminous correspondence from insurers (.4); emails with V. Chopra regarding issues related to responses to insurers (.1); |
| 05/23/13 | K. Aldama | 1.10 | 616.00 | Review research memoranda regarding coverage issues [REDACTED] (.9); review correspondence with insurers [REDACTED] [REDACTED] (.2); |
| 05/23/13 | J. Crum | 7.70 | 3,157.00 | Research [REDACTED]; |
| 05/23/13 | R. Crandell | 4.70 | 2,232.50 | Research [REDACTED] [REDACTED] (3.7); collect correspondence regarding information provided to carriers (1.0); |
| 05/23/13 | N. Podsiadlik | 3.30 | 1,336.50 | Review memoranda by R. Crandell and J. Crum [REDACTED] [REDACTED] (.8); communicate with J. Crum [REDACTED] [REDACTED] (.2); begin researching [REDACTED] [REDACTED] [REDACTED] (2.3); |



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| 05/23/13 | S. Linde | 3.10 | 2,247.50 | Discuss [REDACTED] (.7); review case law [REDACTED] (1.3); review team analysis on coverage issues (1.1); |
| 05/23/13 | M. Sharkey | 0.30 | 217.50 | Review correspondence with London regarding informational meeting (.2); work on research on insurance coverage issues (.1); |
| 05/23/13 | V. Chopra | 1.40 | 896.00 | Schedule follow-up telephone conference regarding insurance (.3); review of insurer responses regarding meeting request (.3); email, telephone conferences with S. Linde regarding insurer response [REDACTED] (.3); emails with J. Crum [REDACTED] (.5); |
| 05/23/13 | S. Feldman | 0.30 | 172.50 | Email with V. Chopra and J. Crum [REDACTED]; |
| 05/24/13 | J. Crum | 7.20 | 2,952.00 | Research [REDACTED] (5.7); draft email memorandum regarding same (1.2); discuss research with S. Feldman and V. Chopra (.3); |
| 05/24/13 | N. Podsiadlik | 6.10 | 2,470.50 | Continue researching [REDACTED] [REDACTED] [REDACTED] [REDACTED]; |
| 05/24/13 | S. Linde | 1.70 | 1,232.50 | Telephone conferences with V. Chopra regarding insurer correspondence and strategy (.4); conference with V. Chopra, Kramer Levin and Bryan Cave lawyers, and W. Thompson [REDACTED] (1.1); discuss confidentiality agreement (.2); |
| 05/24/13 | M. Sharkey | 0.30 | 217.50 | Telephone conferences with V. Chopra [REDACTED]; |



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| 05/24/13 | V. Chopra | 3.20 | 2,048.00 | Telephone conferences with S. Linde [REDACTED] (.4); telephone conferences with M. Sharkey regarding same (.5); prepare for conference call with bankruptcy counsel, defense counsel, and client (.4); telephone conference with debtors counsel, RFC defense counsel, client, and S. Linde regarding next steps with insurers and plaintiffs counsel (1.1); follow-up on confidentiality agreement (.2); follow-up on legal research (.3); work on responses to insurer information requests (.3); |
| 05/24/13 | S. Feldman | 4.70 | 2,702.50 | Research [REDACTED]; |
| 05/25/13 | N. Podsiadlik | 0.70 | 283.50 | Continue researching [REDACTED]; |
| 05/25/13 | S. Linde | 1.40 | 1,015.00 | Review [REDACTED] (1.2); call to V. Chopra to discuss same (.2); |
| 05/25/13 | M. Sharkey | 0.10 | 72.50 | Review research for memorandum [REDACTED]; |
| 05/25/13 | S. Feldman | 5.30 | 3,047.50 | Research [REDACTED] (1.6); draft memorandum [REDACTED] (3.7); |
| 05/26/13 | N. Podsiadlik | 2.00 | 810.00 | Continue researching [REDACTED]; [REDACTED] (1.0); draft email to V. Chopra, M. Sharkey, and R. Crandell [REDACTED] (1.0); |
| 05/26/13 | S. Feldman | 7.60 | 4,370.00 | Research [REDACTED] (1.8); draft memorandum [REDACTED] (5.8); |
| 05/27/13 | J. Crum | 1.40 | 574.00 | Revise email memo [REDACTED]; [REDACTED] (.9); revise confidentiality agreement (.5); |



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| 05/27/13 | S. Linde | 6.30 | 4,567.50 | Work on insurance coverage analysis and updates on strategy (.4); telephone conference with V. Chopra regarding response to carrier requests, confidentiality order [REDACTED] (.5); review and revise correspondence to carriers (.4); review [REDACTED] [REDACTED] (1.1); |
| 05/27/13 | V. Chopra | 8.40 | 5,376.00 | Review case law and memorandum [REDACTED] [REDACTED] (2.4); draft and edit email memorandum [REDACTED] [REDACTED] (1.0); review [REDACTED] [REDACTED] analysis (1.0); draft email to insurers regarding production of information (.5); email with team regarding meeting date with insurers (.3); telephone conferences and email with S. Linde regarding insurer information requests (.3); email with J. Crum regarding insurer information requests (.3); review CaseMap of notice communications in Mitchell and Kessler (.5); review bordereau, email to R. Crandell regarding same (.2); review case law [REDACTED] [REDACTED] (1.5); draft email regarding same (.4); |
| 05/27/13 | S. Feldman | 8.70 | 5,002.50 | Research [REDACTED] [REDACTED] (1.5); draft memorandum [REDACTED] [REDACTED] (6.0); research [REDACTED] [REDACTED] (.5); review and revise correspondence [REDACTED] [REDACTED] (.7); |
| 05/28/13 | K. Aldama | 1.30 | 728.00 | Review recent correspondence with insurers and co-counsel regarding settlement and coverage issues (.5); [REDACTED] [REDACTED] (.8); |
| 05/28/13 | J. Crum | 6.10 | 2,501.00 | Review and summarize [REDACTED] [REDACTED] (2.5); review [REDACTED] [REDACTED] complaint, and related correspondence (.9); conference call regarding insurer requests and discuss with R. Crandell (1.3); draft and revise action item list (1.0); pull motion and term sheet from PACER and email to V. Chopra (.4); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/28/13 | R. Crandell | 3.30 | 1,567.50 | Research [REDACTED] (.7); conference call with N. Podsiadlik, M. Sharkey, S. Linde and V. Chopra [REDACTED] (.8); conference with N. Podsiadlik [REDACTED] (.4); call with J. Crum [REDACTED] (.1); set up meeting with W. Thompson regarding document production (.1); call with V. Chopra, J. Crum, E. Dill, and N. Rosenbaum regarding documents requested by carriers (1.2); |
| 05/28/13 | N. Podsiadlik | 10.10 | 4,090.50 | Telephone conference with S. Linde, V. Chopra, M. Sharkey, and R. Crandell [REDACTED] (.8); conference with R. Crandell [REDACTED] (.4); research [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (8.9); |
| 05/28/13 | S. Linde | 2.10 | 1,522.50 | Discuss strategy with V. Chopra (.3); review of N. Podsiadlik email on status of coverage issues (.3); review [REDACTED] (.7); review [REDACTED] (.6); review Ally correspondence with insurance companies from J. Haims (.2); |
| 05/28/13 | M. Sharkey | 2.90 | 2,102.50 | Discuss research with V. Chopra (.1); work on memorandum [REDACTED] (1.2); prepare for telephone conference on coverage analysis (.2); telephone conference on coverage analysis with V. Chopra, N. Podsiadlik, and J. Crum (.8); review and comment on draft memorandum [REDACTED] (.4); review research [REDACTED] (.2); |



INVOICE #: 5074971
 Residential Capital LLC
 088912.0001 / Insurance Coverage

021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|---|
| 05/28/13 | V. Chopra | 4.10 | 2,624.00 | Telephone conference with counsel for bankruptcy and defense counsel regarding insurer information requests and follow-up to same (1.0); telephone conference with N. Posialish, R. Crandell, M. Sharkey, and S. Linde [REDACTED] (.8); telephone conference with S. Feldman regarding coverage analysis (.4); telephone conferences with S. Linde regarding coverage issues (.4); emails, telephone conferences with R. Crandell, defense counsel, and B. Thompson [REDACTED] (.3); review of coverage research [REDACTED] (1.0); emails regarding Mitchell settlements and fees claim (.2); |
| 05/28/13 | S. Feldman | 2.60 | 1,495.00 | Draft and revise memorandum [REDACTED]; |
| 05/29/13 | K. Aldama | 1.10 | 616.00 | Read [REDACTED] (.8); prepare for telephone conference with client and Bryan Cave (.3); |
| 05/29/13 | N. Podsiadlik | 12.80 | 5,184.00 | Finish researching [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] (5.3); draft memorandum for client [REDACTED] [REDACTED] [REDACTED] (7.5); |
| 05/29/13 | V. Chopra | 2.60 | 1,664.00 | Email with bankruptcy counsel regarding insurance update (.3); review and edit research memos [REDACTED] [REDACTED] (2.0); edit bordereau report and draft email regarding same (.3); |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|---|
| 05/29/13 | S. Feldman | 3.50 | 2,012.50 | Review chronology regarding history of correspondence and information provided to insurers (.4); review research materials [REDACTED] (.5); review and comment on insurance coverage research memorandums prepared by J. Crum, R. Crandell, and N. Podsiadlik (1.3); prepare [REDACTED] (.5); review historic documentation [REDACTED] (.7); email with V. Chopra regarding research issues (.1); |
| 05/30/13 | K. Aldama | 1.70 | 952.00 | Telephone conference with W. Thompson, L. Marshall, V. Chopra, and R. Crandell regarding status of Kessler and Mitchell issues in preparation for presentation to insurers (.7); create chronology of Mitchell events [REDACTED] (1.0); |
| 05/30/13 | R. Crandell | 1.70 | 807.50 | Telephone conference with W. Thompson, L. Marshall, V. Chopra, E. Dill, and K. Aldama regarding collection of insurer correspondence and other documents requested by the carriers (.5); review of authorities [REDACTED] (1.1); call with N. Podsiadlik [REDACTED] (.1); |
| 05/30/13 | N. Podsiadlik | 7.00 | 2,835.00 | Conference with R. Crandell regarding draft memorandum [REDACTED] [REDACTED] (.5); telephone conference with M. Sharkey [REDACTED] (.3); research [REDACTED] (.2); email M. Sharkey [REDACTED] (.1); begin researching [REDACTED] (5.9); |
| 05/30/13 | S. Linde | 1.80 | 1,305.00 | Update from V. Chopra (.6); review [REDACTED] and discuss same (1.2); |
| 05/30/13 | M. Sharkey | 3.00 | 2,175.00 | Work on memorandum [REDACTED] (2.2); review and comment on draft agreements (.4); telephone conference with N. Podsiadlik [REDACTED] (.4); |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--|
| 05/30/13 | V. Chopra | 2.50 | 1,600.00 | Prepare for telephone conference with plaintiffs counsel on insurance issues (.5); pre-call with bankruptcy counsel and defense counsel on insurance issues (.3); telephone conference with Kessler plaintiffs counsel regarding insurance issues (.5); telephone conference with W. Thompson and defense counsel concerning gathering information regarding insurer communications, Mitchell action, and scheduling in-person insurer meeting (.7); emails regarding scheduling insurer meeting, updating research [REDACTED] (.5); |
| 05/30/13 | S. Feldman | 5.80 | 3,335.00 | Work on [REDACTED] (3.5); email with V. Chopra [REDACTED] [REDACTED] (.1); review historic documentation in connection with [REDACTED] (.6); review memo [REDACTED] (.4); series of emails with M. Sharkey [REDACTED] (.6); conference with M. Sharkey [REDACTED] (.4); emails with N. Podsiadlik [REDACTED] (.2); |
| 05/31/13 | J. Crum | 3.30 | 1,353.00 | Conference and email with S. Feldman [REDACTED] (.4); research [REDACTED] [REDACTED] (2.9); |
| 05/31/13 | N. Podsiadlik | 5.90 | 2,389.50 | Review ResCap/RFC releases, documents mentioned in those releases (1.7); draft email to R. Crandell, V. Chopra, M. Sharkey, J. Crum, and S. Feldman regarding needed documents [REDACTED] [REDACTED] [REDACTED] (.3); review underlying factual documents [REDACTED] (1.0); continue researching [REDACTED] [REDACTED] [REDACTED] (2.9); |
| 05/31/13 | S. Linde | 0.50 | 362.50 | Discuss exposure analysis with V. Chopra; |
| 05/31/13 | M. Sharkey | 2.20 | 1,595.00 | Work on memorandum [REDACTED]; |



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021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|--------|----------|--|
| 05/31/13 | V. Chopra | 1.00 | 640.00 | Emails regarding scheduling insurer briefing (.2); review final draft of exposure analysis and email with S. Linde regarding same (.5); draft email to insurers regarding briefing, confidentiality agreement, and follow-up to same (.3); |
| 05/31/13 | S. Feldman | 6.30 | 3,622.50 | Work on [REDACTED] (2.9); emails with J. Crum and N. Podsiadlik [REDACTED] (.2); conduct research [REDACTED] (2.8); review research results and documentation [REDACTED] [REDACTED] (.4); |
| SUBTOTAL | | | | |
| 021 | | 693.70 | | |

022-Communication with Creditors

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--|
| 05/06/13 | S. Linde | 0.70 | 507.50 | Conference call with Creditors Committee; |
| 05/07/13 | S. Linde | 0.70 | 507.50 | Telephone conference with Kramer Levin attorneys regarding insurance coverage; |
| SUBTOTAL | | | | |
| 022 | | 1.40 | | |

035-Minimal Hours

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--|
| 05/03/13 | P. Samson | 1.50 | 487.50 | Email with J. Schreiner regarding [REDACTED] research (.3); research [REDACTED] (.2); |
| 05/06/13 | P. Samson | 1.50 | 487.50 | Email with J. Schreiner regarding GM and GMAC officers and directors (.2); research regarding officers and directors (1.1); [REDACTED] (.2); |
| 05/06/13 | A. Collins | 1.60 | 248.00 | Confer with J. Vanacore regarding proofs of claim chart (.4); create chart detailing proofs of claims filed by Nationstar Mortgage (1.2); |



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 088912.0001 / Insurance Coverage

035-Minimal Hours

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|---|
| 05/07/13 | P. Samson | 0.40 | 130.00 | Forward [REDACTED] to J. Schreiner regarding officers and directors for GM and GMAC; |
| 05/08/13 | A. Collins | 1.60 | 248.00 | Confer with S. Haider [REDACTED] [REDACTED] (.3); research case law relating to same (1.3); |
| 05/08/13 | M. Thimmig | 3.10 | 2,170.00 | Telephone conference with J. Vanacore regarding prior representation of Nationstar in matter adverse to ResCap, including representation of Nationstar as master servicer in prior term securitization (.5); review and revise disclosure regarding prior representation of Nationstar in matter adverse to ResCap (2.6); |
| 05/09/13 | M. Thimmig | 0.60 | 420.00 | Review and revise disclosure regarding prior representation of Nationstar in matter adverse to ResCap (.5); email to J. Vanacore regarding same (.1); |
| 05/16/13 | A. Collins | 1.40 | 217.00 | Confer with S. Haider [REDACTED] [REDACTED]; |
| SUBTOTAL | | HOURS | | |
| 035 | | 11.70 | | |

SERVICES
 \$431,468.00

ADJUSTMENTS
 Premium/Discount \$(4,408.00)

TOTAL NET SERVICES
 \$427,060.00

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088912.0001 / Insurance Coverage



FOR DISBURSEMENTS THROUGH 05/31/13

| DATE | DESCRIPTION | AMOUNT |
|------------|---|----------|
| 05/16/2013 | Local travel expense - GTS Executive Sedan - Cab, V. Chopra, 5/16/13 from MD home to Amtrak Union Station, Washington, DC | \$99.40 |
| 05/16/2013 | Local travel expense - GTS Executive Sedan - Cab, V. Chopra, 5/16/13 from Amtrak Union Station, Washington, DC to MD home | \$87.60 |
| 05/22/2013 | Long distance telephone charges - 036257 12125067341 | \$0.32 |
| 05/22/2013 | Long distance telephone charges - 036257 12157347543 | \$0.16 |
| 05/10/2013 | Telephone conference calls - 05/10/2013, Sound Path - Conference Call Usage, 148 minutes | \$8.31 |
| 05/21/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Crum Joshua M.;TIME: 0;RESEARCH CHARGES:\$87.69 | \$87.69 |
| 05/22/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Coombs Aaron D.;TIME: 0;RESEARCH CHARGES:\$267.99;PRINTING:\$234.00 | \$532.11 |
| 05/23/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Crum Joshua M.;TIME: 0;RESEARCH CHARGES:\$200.91 | \$200.91 |
| 05/24/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Crum Joshua M.;TIME: 0;RESEARCH CHARGES:\$364.82 | \$364.82 |
| 05/31/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Crum Joshua M.;TIME: 0;RESEARCH CHARGES:\$489.51 | \$489.51 |

TOTAL FOR DISBURSEMENTS
\$1,870.83

SUMMARY OF SERVICES THROUGH 05/31/13

| ATTORNEY/ASSISTANT | HOURS | RATE | AMOUNT |
|--------------------|--------|--------|-----------|
| K. Aldama | 27.30 | 560.00 | 15,288.00 |
| R. Bridgeman | 1.20 | 620.00 | 744.00 |
| S. Carroll | 14.00 | 825.00 | 11,550.00 |
| V. Chopra | 96.50 | 640.00 | 61,760.00 |
| L. Kellner | 4.60 | 900.00 | 4,140.00 |
| S. Linde | 122.30 | 725.00 | 88,667.50 |
| M. Sharkey | 61.10 | 725.00 | 44,297.50 |
| M. Thimmig | 3.70 | 700.00 | 2,590.00 |
| S. Feldman | 92.10 | 575.00 | 52,957.50 |
| A. Coombs | 13.00 | 470.00 | 6,110.00 |



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Residential Capital LLC
088912.0001 / Insurance Coverage

SUMMARY OF SERVICES THROUGH 05/31/13

| ATTORNEY/ASSISTANT | HOURS | RATE | AMOUNT |
|--------------------|--------|--------|--------------|
| R. Crandell | 48.40 | 475.00 | 22,990.00 |
| J. Crum | 57.60 | 410.00 | 23,616.00 |
| S. Haider | 48.80 | 395.00 | 19,276.00 |
| N. Podsiadlik | 130.30 | 405.00 | 52,771.50 |
| S. Russell | 6.90 | 470.00 | 3,243.00 |
| J. Schreiner | 1.60 | 495.00 | 792.00 |
| J. Vanacore | 17.70 | 535.00 | 9,469.50 |
| M. Depass | 7.70 | 275.00 | 2,117.50 |
| P. Samson | 3.40 | 325.00 | 1,105.00 |
| E. Sisson | 26.40 | 235.00 | 6,204.00 |
| M. Yeryomenko | 4.10 | 260.00 | 1,066.00 |
| A. Collins | 4.60 | 155.00 | 713.00 |
| Total | 793.30 | | \$431,468.00 |

SUMMARY OF TASK SERVICES

| TASK DESCRIPTION | TOTAL TASK HOURS | TOTAL TASK AMOUNT |
|------------------------------|------------------|-------------------|
| Case Administration | 68.50 | 25,862.00 |
| Communication with Creditors | 1.40 | 1,015.00 |
| Fees/Employment Applications | 18.00 | 10,050.50 |
| Insurance Matters | 693.70 | 390,132.50 |
| Minimal Hours | 11.70 | 4,408.00 |

**TOTAL DUE THIS INVOICE
\$428,930.83**

1201 Third Avenue, Suite 4900
Seattle, Washington 98101
PHONE: 206.359.8000

EMAIL: clientacct@perkinscoie.com
ACCOUNTING: 206.359.3143
FAX: 206.359.9000



Residential Capital LLC
c/o Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104

| | |
|-------------|-------------------|
| INVOICE # | BILL DATE |
| 5073747 | November 07, 2013 |
| ACCOUNT # | |
| 088912.0001 | |

Matter Number / Name 088912.0001 / Insurance Coverage
Client Claim Number 2013-10-EC1460

| | | | |
|---------------------------------------|--|--|--|
| SERVICES \$393,497.50 | DISBURSEMENTS \$5,655.73 | | TOTAL \$399,153.23 |
| ADJUSTMENT FOR FEES \$(6,385.50) | | | ADJUSTMENT TOTAL \$(6,385.50) |
| TOTAL NET SERVICES \$387,112.00 | TOTAL NET DISBURSEMENTS \$5,655.73 | | TOTAL DUE THIS INVOICE \$392,767.73 |

Payment due in U.S. Currency

Description U.S. Dollars

For professional services rendered and disbursements incurred through June 30, 2013

| | |
|---|------------|
| Current Fees | 393,497.50 |
| Client Accommodation (Non working, attorney travel) | -960.00 |
| Client Accommodation (Monthly Statements) | -4,495.00 |
| Client Accommodation (Minimal Hours) | -930.50 |
| Net Fees | 387,112.00 |
| Current Disbursements | 5,655.73 |
| Total This Invoice | 392,767.73 |



INVOICE #: 5073747
Residential Capital LLC
088912.0001 / Insurance Coverage

INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT PRIVILEGE

TAX ID#: 91-0591206

For CHECK REMITTANCE make checks payable to

Perkins Coie LLP
Attn: Client Accounting
1201 Third Avenue, Suite 4900
Seattle, WA 98101
Please reference:
Perkins Coie Account No. 088912 and Invoice 5073747

For WIRE REMITTANCE please direct to

Perkins Coie LLP
US Bank
Bank ABA # 125000105
Account # 1 535 5592 1235
Swift Code # US BK US 44I MT
Please reference:
Perkins Coie Account No. 088912 and Invoice 5073747



INVOICE #: 5073747
 Residential Capital LLC
 088912.0001 / Insurance Coverage

FOR SERVICES THROUGH 06/30/13

004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 06/03/13 | E. Sisson | 2.00 | 470.00 | 235.00 | Conduct internet search for proofs of claim from underlying bankruptcy (.6); analyze emails with insurers to isolate those with issues for attorney review (.4);); review documents regarding negotiations with insurers to create fact entries in chronology (.6); conference with R. Kuhlman regarding creation of database for production of documents in response to requests from insurers (.2); create chart regarding counsel contact information provided by R. Crandell (.2); |
| 06/03/13 | R. Kuhlman | 0.70 | 182.00 | 260.00 | Create new Concordance database with security; |
| 06/04/13 | E. Sisson | 5.30 | 1,245.50 | 235.00 | Study insurers' emails regarding their assertion of defenses to archive future attorney review (2.0); revise chart regarding counsel contact information with additional contact information (.3); review archived emails to verify that list of recipient insurers is complete (.6); prepare documents responsive to insurer requests for production to insurers (2.0); create tracking chart to illustrate responsiveness to insurer requests for information (.4); |
| 06/04/13 | R. Kuhlman | 3.10 | 806.00 | 260.00 | Process documents received (2.8); modify and append electronic discovery database and link image collection (.3); |
| 06/05/13 | E. Sisson | 5.30 | 1,245.50 | 235.00 | Author fact entries regarding settlement as discussed in communications with insurers (1.7); amend list of insurer email addresses for document transfer based on insurer acceptable of nondisclosure agreement (.8); review of documents from underlying bankruptcy to summarize in chronology for attorney review (2.5); create tags in database to facilitate production of documents pertaining to insurer information requests (.3); |
| 06/05/13 | R. Kuhlman | 1.90 | 494.00 | 260.00 | Process additional documents (1.6); append to Concordance for review for production (.3); |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 06/06/13 | E. Sisson | 7.30 | 1,715.50 | 235.00 | Evaluate correspondence regarding defenses advanced by insurers to create chronology regarding case procedural history (.4); analyze emails to update list of insurers to receive transfer of documents responsive to insurer demands (.9); [REDACTED] [REDACTED] [REDACTED] (5.1); oversee preparation of responsive documents for transfer to insurers (.2); |
| 06/06/13 | R. Kuhlman | 2.60 | 676.00 | 260.00 | Prepare documents in LAW (2.0); modify and append documents into database and link image collection (.6); |
| 06/07/13 | E. Sisson | 4.40 | 1,034.00 | 235.00 | Review emails regarding insurers asserted defenses to facilitate archiving (.7); amend list of insurers authorized to receive production documents (.9); finalize [REDACTED] [REDACTED] (1.2); coordinate branding of relevant documents for provide to insurers (.5); make documents available to insurers designated by R. Crandell (.5); study emails for insurers' allegation of a lack of consent defense and categorize for review (.6); |
| 06/07/13 | R. Kuhlman | 2.20 | 572.00 | 260.00 | Prepare document production (2.0); prepare cross-reference for overlaying database (.2); |
| 06/07/13 | M. Yeryomenko | 1.80 | 468.00 | 260.00 | Generate linked electronic images for materials regarding requests from insurers (1.2) load into discovery database for further review by V. Chopra, N. Podsiadlik, E. Sisson, R. Crandell, L. Kellner and S. Linde (.6); |
| 06/08/13 | E. Sisson | 0.40 | 94.00 | 235.00 | Upload select documents to secure file transfer protocol site to allow downloading by insurers' counsel; |



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 088912.0001 / Insurance Coverage

004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 06/10/13 | E. Sisson | 4.30 | 1,010.50 | 235.00 | Draft summaries of communications with insurers for chronology (.5); supervise the preparation of records from underlying bankruptcy for transfer to insurers (1.0); transmit production documents to secure website and make available to insurers (1.2); assess correspondence to categorize for archive (.4); revise chart to reflect recipients of documents responsive to insurer information requests (.4); create chart to track documents branded for production to insurers (.3); respond to insurer's request to identify specific documents from productions (.5); |
| 06/10/13 | R. Kuhlman | 4.10 | 1,066.00 | 260.00 | Prepare document production; modify and append electronic discovery database and link image collection; import and process additional documents for review Concordance; |
| 06/11/13 | E. Sisson | 5.40 | 1,269.00 | 235.00 | Evaluate communications between parties to underlying bankruptcy for procedural history and draft factual entries in chronology (.6); coordinate creation of electronic documents of agreements from underlying bankruptcy for transmission to insurers (1.1); upload compressed files to secure website for insurer access (.7); review email communications to determine issues and assure appropriate archiving (.4); analyze notifications regarding insurers' receipt of requested documents to amend tracking chart (.2); design index of documents responsive to insurer requests (1.1); search archive to eliminate documents previously provided to insurers from production (1.0); edit database to reflect which requests documents relate (.3); |
| 06/11/13 | R. Kuhlman | 3.20 | 832.00 | 260.00 | Prepare additional documents for review in Concordance (2.0); import new documents into Concordance (.5); prepare document production (.2); modify and append electronic discovery database and link image collection (.3); |



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 088912.0001 / Insurance Coverage

004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 06/12/13 | E. Sisson | 4.60 | 1,081.00 | 235.00 | Draft commentary to create entries in the chronology (.1); coordinate creation of electronic documents from underlying bankruptcy for transmission to insurers (.7); upload documents to secure file transfer protocol website and notify insurers of availability (.2); interpret and organize correspondence with insurers to facilitate attorney review (.1); modify chart to indicate recipients of documents transfers (.2); respond to insurers' request to create and provide index of documents produced (3.3); |
| 06/12/13 | R. Kuhlman | 2.60 | 676.00 | 260.00 | Prepare document production (2.0); update data load logs (.6); |
| 06/13/13 | E. Sisson | 4.80 | 1,128.00 | 235.00 | Compose chronology entries regarding issues discussed in communications with insurers (1.3); coordinate processing of documents for transfer to insurers (.2); transfer responsive documents to secure website for insurer access (.3); analyze emails and determine issues for attorney review (1.1); revise chart to track recipients of document transfers (.1); finalize production document index at request of insurers' counsel (1.6); amend database with document date to facilitate document retrieval (.2); |
| 06/13/13 | R. Kuhlman | 2.00 | 520.00 | 260.00 | Update review database with production numbers (1.0); copy production documents to production database (.5); link new images and modify description table (.2); import and overlay into Production database (.3); |
| 06/14/13 | R. Kuhlman | 3.10 | 806.00 | 260.00 | Prepare additional documents for review database (2.5); modify production database with begattach/endattach fields (.4); update data load log (.2); |
| 06/17/13 | E. Sisson | 1.30 | 305.50 | 235.00 | Draft commentary to create entries in the chronology (.8); assess correspondence to determine issues and categorize for archive (.5); |
| 06/18/13 | E. Sisson | 0.90 | 211.50 | 235.00 | Analyze documents regarding negotiations to create fact entries in chronology (.4); assess correspondence to categorize for archive (.3); revise chart to track recipients of document transfers (.2); |



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004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--------|---|
| 06/19/13 | R. Kuhlman | 0.20 | 52.00 | 260.00 | Discussion with E. Sisson regarding document production; |
| 06/19/13 | J. Crum | 0.10 | 41.00 | 410.00 | Review emails related to insurer objection; |
| 06/19/13 | R. Crandell | 0.20 | 95.00 | 475.00 | Email E. Dill regarding confidentiality agreement (.1); correspondence with insurance carriers (.9); research [REDACTED] (.2); conference with E. Sisson regarding coding of documents; call with V. Chopra and N. Podsiadlik regarding research assignments (.5); conference with N. Podsiadlik regarding research assignments (.4); review background materials for research assignments [REDACTED] (.5); analyze insurance carriers' objections to bankruptcy plan (.4); |
| 06/20/13 | E. Sisson | 1.20 | 282.00 | 235.00 | Study insurers' communications regarding denial of insurance coverage to create fact entries in chronology database (.7); review communications regarding insurers reservation of rights and archive for attorney review (.5); |
| 06/21/13 | E. Sisson | 2.30 | 540.50 | 235.00 | Author chronology entries regarding settlement discussions with insurers (1.5); evaluate correspondence to determine issues and categorize for archive (.4); create notations in database to indicate documents provided to insurers' counsel (.2); revise chronology to indicate documents produced (.2); |
| 06/24/13 | E. Sisson | 0.20 | 47.00 | 235.00 | Update chart to reflect transfers to insurers; |
| 06/25/13 | E. Sisson | 0.20 | 47.00 | 235.00 | Draft fact synopsis regarding lack of consent defense and update chronology; |
| 06/25/13 | J. Vanacore | 0.40 | 214.00 | 535.00 | Telephone conference with S. Linde regarding retention and fee application issues (.2); telephone conference with D. Harris regarding redaction issues; review and resolve redaction issues (.2); |
| 06/27/13 | E. Sisson | 1.60 | 376.00 | 235.00 | Interpret and organize correspondence with insurers in archive (.1); respond to attorney request to create collection of V. Chopra emails that attached materials for insurer review (1.5); |
| 06/27/13 | J. Vanacore | 0.40 | 214.00 | 535.00 | Final review and resolution of redaction issues; |



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004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--------|---|
| 06/28/13 | E. Sisson | 1.60 | 376.00 | 235.00 | Investigate emails for insurers' assertion regarding denial of coverage and archive for attorney review (.7); review documents regarding settlement negotiations to create fact entries (.9); |
| SUBTOTAL | | | | | |
| 004 | | 81.70 | | | |

021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 06/01/13 | N. Podsiadlik | 1.50 | 607.50 | 405.00 | Prepare for telephone conference with S. Feldman [REDACTED] (.5); telephone conference with S. Feldman [REDACTED] (1.0); |
| 06/01/13 | S. Linde | 5.20 | 3,770.00 | 725.00 | Review legal memorandum of coverage issues and related case law in preparation for carrier meetings; |
| 06/01/13 | S. Feldman | 2.50 | 1,437.50 | 575.00 | Work on litigation risk analysis (1.8); conference with N. Podsiadlik [REDACTED] (.7); |
| 06/02/13 | S. Linde | 3.70 | 2,682.50 | 725.00 | Continue review of legal memorandum on coverage issues (3.4); call to V. Chopra regarding confidentiality agreement and discussion with carriers (.2); review [REDACTED] (.1); |
| 06/02/13 | V. Chopra | 1.90 | 1,216.00 | 640.00 | Emails regarding scheduling of insurer briefing (.3); edit confidentiality agreement and email same to insurers (.4); update legal research assignment list (.4); review [REDACTED] (.3); review memorandum on issues related to borrowers claims trust (.5); |
| 06/02/13 | S. Feldman | 4.90 | 2,817.50 | 575.00 | Work on litigation risk analysis (3.1); review file and research regarding preparation of litigation risk analysis (1.8); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 06/03/13 | J. Crum | 6.90 | 2,829.00 | 410.00 | Call with E. Dill, R. Crandell, and V. Chopra regarding document collection efforts (.3); call with R. Crandell regarding document production (.1); call with M. Sharkey, V. Chopra, R. Crandell, and N. Podsiadlik regarding case strategy and agenda (.5); review and comment on draft coverage memorandum (.9); research [REDACTED] [REDACTED] (3.8); email S. Feldman [REDACTED] (.2); review and revise document production chart (1.0); email E. Sisson and R. Crandell regarding document production chart (.1); |
| 06/03/13 | R. Crandell | 4.80 | 2,280.00 | 475.00 | Call with E. Dill, J. Crum and V. Chopra regarding document collection efforts (.3); call with J. Crum regarding document collection (.1); conference with E. Sisson to prepare for production of documents from Bryan Cave (.1); update table of assignments concerning document production (.1); conference with N. Podsiadlik [REDACTED] (.4); call with M. Sharkey, V. Chopra, N. Podsiadlik, and J. Crum regarding case strategy and agenda (.5); email E. Dill regarding [REDACTED] (.4); call with J. Urban regarding collection of documents from Aon (.5); attention to collection of documents to evaluate coverage (2.3); email E. Dill regarding documents received from Bryan Cave (.1); |
| 06/03/13 | N. Podsiadlik | 8.10 | 3,280.50 | 405.00 | Revise memorandum to client [REDACTED] [REDACTED] (6.6); review Mitchell case background, ResCap's proposed bankruptcy organization to respond to feedback from V. Chopra regarding memorandum to client (.5); conference with V. Chopra, M. Sharkey, R. Crandell, and J. Crum regarding upcoming memoranda for ResCap, necessary tasks and research, and concerns arising from newly received documents (.5); conference with R. Crandell regarding subrogation issues (.5); |
| 06/03/13 | S. Linde | 4.40 | 3,190.00 | 725.00 | Conference call with Bryan Cave regarding carrier requests and discussion with V. Chopra regarding same (.7); telephone conference with Morrison & Foerster regarding next steps with carrier (.3); review comprehensive coverage memorandum with questions and revisions regarding same (3.4); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 06/03/13 | M. Sharkey | 4.80 | 3,480.00 | 725.00 | Work on memoranda [REDACTED] [REDACTED] (3.9); telephone conference with S. Feldman regarding Kessler insurance memoranda (.3); telephone conferences with V. Chopra, N. Podsiadlik and J. Crum [REDACTED] [REDACTED] (.6); |
| 06/03/13 | V. Chopra | 3.10 | 1,984.00 | 640.00 | Review and edit memorandum [REDACTED] [REDACTED] (1.0); prepare for call on insurer information requests (.2); telephone conference with defense counsel regarding insurer information requests, follow-up and review material responsive to insurer factual requests (.5); telephone conference with R. Crandell, N. Podsiadlik, and J. Crum [REDACTED] [REDACTED] (.6); email with insurers' counsel regarding terms of confidentiality agreement (.4); follow-up with defense counsel, client, and bankruptcy counsel regarding scheduling insurer meeting (.4); |
| 06/03/13 | S. Feldman | 12.80 | 7,360.00 | 575.00 | Work on litigation risk analysis (9.3); review file and research regarding preparation of litigation risk analysis (2.8); conference with M. Sharkey regarding issues related to litigation risk analysis (.4); conference with J. Crum regarding issues related to litigation risk analysis (.3); |
| 06/04/13 | K. Aldama | 1.30 | 728.00 | 560.00 | Review pleadings (.9); meeting with V. Chopra [REDACTED] [REDACTED] (.4); |
| 06/04/13 | J. Crum | 8.00 | 3,280.00 | 410.00 | Research, draft, and revise memorandum [REDACTED] [REDACTED] (3.9); participate in conference calls regarding documents and ResCap corporate structure and discuss same with R. Crandell and N. Podsiadlik (.8) research documents [REDACTED] [REDACTED] (.6); review draft risk analysis and begin work on additional sections (2.7); |



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|----------|--------------------|-------|----------|--------|--|
| 06/04/13 | R. Crandell | 7.20 | 3,420.00 | 475.00 | Collection and review of documents for production (6.0); call with J. Crum regarding structure of GMAC organization (.1); call with V. Chopra regarding production of documents to carriers (.1); call with W. Thompson, J. Crum, and N. Podsiadlik [REDACTED] (.5); conference with J. Crum and N. Podsiadlik regarding research assignments (.4); call with E. Dill regarding [REDACTED] regarding production to carriers (.1); |
| 06/04/13 | N. Podsiadlik | 7.60 | 3,078.00 | 405.00 | Revise loss memorandum to include feedback from V. Chopra and S. Feldman (1.3); review contracts, correspondence, and chronologies prepared by defense counsel [REDACTED] (.8); correspond with V. Chopra, M. Sharkey [REDACTED] (.7); review [REDACTED] (.5); correspond with R. Crandell regarding the North Carolina release (.5); telephone conference with V. Chopra, R. Crandell, J. Crum, and W. Thompson regarding client history and underlying facts (1.2); research [REDACTED] (1.6); |
| 06/04/13 | S. Linde | 1.30 | 942.50 | 725.00 | Review and revise status report (.2); discussion with V. Chopra and review research regarding litigation risk analysis (.6); [REDACTED] (.5); |
| 06/04/13 | M. Sharkey | 3.20 | 2,320.00 | 725.00 | Work on memoranda on Kessler coverage issues; |
| 06/04/13 | V. Chopra | 2.00 | 1,280.00 | 640.00 | Emails with insurers regarding confidentiality agreement (.4); draft status report for client, bankruptcy and defense counsel, emails regarding same (.3); telephone conference with K. Aldama regarding Mitchell claims and update to insurers (.3); review research regarding insurance litigation risk analysis (1.0); |



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|----------|--------------------|-------|----------|--------|---|
| 06/04/13 | S. Feldman | 10.30 | 5,922.50 | 575.00 | Work on insurance coverage litigation risk analysis (7.8); review file and research regarding preparation of litigation risk analysis (1.7); emails with J. Crum, N. Podsiadlik and V. Chopra [REDACTED] (.3); review [REDACTED] (.5); |
| 06/05/13 | J. Crum | 7.20 | 2,952.00 | 410.00 | Research [REDACTED] (1.6); draft, revise, and submit risk analysis section [REDACTED] (5.2); review and respond to correspondence regarding same (.2); discuss [REDACTED] (.2) |
| 06/05/13 | R. Crandell | 5.50 | 2,612.50 | 475.00 | Review of documents for production (4.4); review [REDACTED] (1.1); |
| 06/05/13 | N. Podsiadlik | 11.20 | 4,536.00 | 405.00 | Review M. Sharkey revisions to memorandum [REDACTED] (.4); research [REDACTED] (.9); review [REDACTED] (.3); review [REDACTED] (1.0); revise [REDACTED] [REDACTED] (1.3); email V. Chopra regarding M. Sharkey's comments, potential need for additional research (.3); email S. Feldman regarding Continental's reservation of rights [REDACTED] (.2); continue researching New York and Michigan law [REDACTED] (3.4); draft insert for coverage memorandum [REDACTED] (3.4); |
| 06/05/13 | S. Linde | 1.60 | 1,160.00 | 725.00 | Telephone conference with Morrison & Foerster, Bryan Cave, ResCap, and Perkins [REDACTED] (1.3); telephone conference with V. Chopra [REDACTED] (.3); |



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|----------|--------------------|-------|----------|--------|--|
| 06/05/13 | M. Sharkey | 1.30 | 942.50 | 725.00 | Work on memoranda on insurance issues for Kessler settlement; |
| 06/05/13 | S. Feldman | 10.80 | 6,210.00 | 575.00 | Work on insurance coverage litigation risk analysis (7.7); research regarding preparation of litigation risk analysis (2.3); emails with M. Sharkey and N. Podsiadlik regarding issues related to litigation risk analysis (.4); review [REDACTED] [REDACTED] (.4); |
| 06/06/13 | K. Aldama | 0.70 | 392.00 | 560.00 | Draft letter to insurers regarding outstanding Mitchell issues; |
| 06/06/13 | J. Crum | 1.50 | 615.00 | 410.00 | Emails to S. Feldman regarding risk analysis and citations (.5); review and comment on draft [REDACTED] (.2); research prior court orders for findings of common facts (.3); discuss [REDACTED] project with N. Podsiadlik and related emails (.3); review risk analysis caselaw (.2) |
| 06/06/13 | R. Crandell | 4.00 | 1,900.00 | 475.00 | Call with V. Chopra, S. Linde, N. Rosenbaum, L. Marshall, W. Thompson, J. Wishnew, E. Dill and N. Podsiadlik regarding preparations for meeting with carrier and responding to carrier document requests (1.4); email W. Thompson regarding carrier document requests (.1); update case chronology with carrier correspondence (1.4); attention to production of documents to carriers (.7); call with V. Chopra regarding production to carriers (.3); call with N. Podsiadlik [REDACTED] [REDACTED] (.1); |
| 06/06/13 | N. Podsiadlik | 9.20 | 3,726.00 | 405.00 | Review additional feedback from V. Chopra and M. Sharkey [REDACTED] [REDACTED] (1.0); revise structure memorandum (3.0); research [REDACTED] [REDACTED] [REDACTED] [REDACTED] (3.1); research [REDACTED] [REDACTED] [REDACTED] (2.1); |
| 06/06/13 | S. Linde | 3.10 | 2,247.50 | 725.00 | Review and draft questions regarding S. Feldman's [REDACTED]; |



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|----------|--------------------|-------|----------|--------|--|
| 06/06/13 | M. Sharkey | 2.00 | 1,450.00 | 725.00 | [REDACTED]; |
| 06/06/13 | V. Chopra | 3.40 | 2,176.00 | 640.00 | Edit [REDACTED] memorandum (1.0); conference with M. Sharkey regarding [REDACTED] memorandum edits (.2); telephone conferences and emails with R. Crandell regarding responding to insurer information requests (.4); telephone conference with defense counsel, bankruptcy counsel and client regarding meeting with insurers, confidentiality agreement, and responding to insurer requests; meet with plaintiffs and strategy regarding same (1.5); telephone conference with S. Linde regarding outstanding legal research and strategy for insurer meeting (.3); |
| 06/06/13 | S. Feldman | 11.40 | 6,555.00 | 575.00 | Work on insurance coverage litigation risk analysis (8.3); research regarding preparation of litigation risk analysis (2.4); emails with V. Chopra, S. Linde, M. Sharkey, N. Podsiadlik and J. Crum regarding issues related to litigation risk analysis (.4); review updated version [REDACTED] (.3); |
| 06/07/13 | J. Crum | 0.30 | 123.00 | 410.00 | Review draft section of risk analysis memo (.2); email S. Feldman to discuss risk analysis memo (.1); |
| 06/07/13 | R. Crandell | 8.00 | 3,800.00 | 475.00 | Correspondence with carriers to obtain executed copies of the confidentiality agreement preparatory to producing documents to the carriers (1.6); correspondence with S. Suankum of Aon to obtain documents produced to insurers (.4); track the documents produced to each insurance carrier to ensure that each carrier has been provided to requested documents (1.3); preparation of chart of each person on behalf of each carrier who is to receive electronic production of documents and document production notifications (1.4); correspondence with B. Thompson to obtain documents requested by the insurance carriers (.6); review correspondence provided by B. Thompson for privilege and responsiveness (1.5); email insurance carriers chart of carriers who had signed the confidentiality agreement and who had been produced documents (1.2); |



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|----------|--------------------|-------|----------|--------|--|
| 06/07/13 | N. Podsiadlik | 2.00 | 810.00 | 405.00 | Draft memorandum to S. Feldman [REDACTED] [REDACTED] [REDACTED] (1.1); draft memorandum to S. Feldman [REDACTED] [REDACTED] [REDACTED] [REDACTED] (.9); |
| 06/07/13 | S. Linde | 0.40 | 290.00 | 725.00 | Telephone conference with V. Chopra regarding next steps with carrier; |
| 06/07/13 | M. Sharkey | 2.20 | 1,595.00 | 725.00 | Work on memoranda regarding Kessler insurance issues; |
| 06/07/13 | V. Chopra | 0.60 | 384.00 | 640.00 | Emails with insurer counsel and client regarding confidentiality agreement (.2); telephone conference with R. Crandell regarding insurer requests, confidentiality agreement [REDACTED] [REDACTED] (.4); |
| 06/07/13 | S. Feldman | 5.50 | 3,162.50 | 575.00 | Work on insurance coverage litigation risk analysis (3.7); research regarding preparation of litigation risk analysis (1.6); emails with N. Podsiadlik regarding issues related to litigation risk analysis (.2); |
| 06/08/13 | K. Aldama | 0.30 | 168.00 | 560.00 | Revise draft update letter regarding Mitchell issues and email with N. Podsiadlik regarding same; |
| 06/08/13 | R. Crandell | 4.60 | 2,185.00 | 475.00 | Review document from Bryan Cave for production to carriers (3.2); email E. Dill regarding status of production (.2); email S. Linde regarding call with Kirkland & Ellis regarding documents (.1); email E. Sisson regarding preparation of document for production (.3); review of document produced by Morrison & Foerster and prepare summary for V. Chopra (.8); |



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|----------|--------------------|-------|----------|--------|---|
| 06/08/13 | N. Podsiadlik | 3.20 | 1,296.00 | 405.00 | Telephone conference with S. Feldman [REDACTED] [REDACTED] [REDACTED] [REDACTED] (1.9); research [REDACTED] (1.0); draft email to K. Aldama [REDACTED] [REDACTED] (.3); |
| 06/08/13 | S. Linde | 0.90 | 652.50 | 725.00 | Email with N. Rosenbaum regarding Kessler counsel settlement meeting (.2); email with V. Chopra regarding next steps (.1); review coverage memoranda and questions regarding same (.6); |
| 06/08/13 | V. Chopra | 4.00 | 2,560.00 | 640.00 | Review and edit litigation risk analysis (1.6); review and edit final memorandum [REDACTED] (1.0); [REDACTED] (.3); address insurer requests for information (.4); emails to schedule meeting with insurers, plaintiffs, and creditors counsel (.3); edit letter regarding Mitchell (.4); |
| 06/08/13 | S. Feldman | 8.60 | 4,945.00 | 575.00 | Work on insurance coverage litigation risk analysis (3.5); research regarding preparation of litigation risk analysis (4.5); conferences and email with N. Podsiadlik regarding issues related to litigation risk analysis (.5); emails with N. Podsiadlik regarding issues related to litigation risk analysis (.1); |
| 06/09/13 | K. Aldama | 0.20 | 112.00 | 560.00 | Revise draft update letter regarding Mitchell issues and email with S. Linde, V. Chopra regarding same; |
| 06/09/13 | S. Linde | 4.80 | 3,480.00 | 725.00 | Telephone conference with V. Chopra regarding plan for June 14 carrier meeting (.6); telephone conference with V. Chopra [REDACTED] [REDACTED] (.4); review and revise memorandum [REDACTED] (3.8); |
| 06/09/13 | V. Chopra | 1.10 | 704.00 | 640.00 | Edit letter regarding Mitchell (.2); emails regarding scheduling insurer, plaintiffs counsel, and creditors counsel meetings (.2); telephone conference with S. Linde regarding strategy regarding insurer meeting and insurer information requests (.4); email with R. Cradnell regarding status of insurer information requests (.3); |



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|----------|--------------------|-------|----------|--------|--|
| 06/09/13 | S. Feldman | 10.40 | 5,980.00 | 575.00 | Work on insurance coverage litigation risk analysis (7.8); research regarding preparation of litigation risk analysis (2.6); |
| 06/10/13 | J. Crum | 0.40 | 164.00 | 410.00 | Participate in [REDACTED] [REDACTED]; |
| 06/10/13 | R. Crandell | 7.00 | 3,325.00 | 475.00 | Call with N. Rosenbaum [REDACTED] [REDACTED] (.4); email V. Chopra regarding call with N. Rosenbaum (.2); email V. Chopra [REDACTED] (.2); call with V. Chopra, S. Linde, N. Rosenbaum, J. Wishnew, L. Marshall, E. Dill, and D. Madden [REDACTED] (1.3); production of documents to carriers (3.0); update chronology regarding information provided to carriers (1.9); |
| 06/10/13 | N. Podsiadlik | 1.50 | 607.50 | 405.00 | Draft email to V. Chopra regarding final revisions to memorandum to client [REDACTED] [REDACTED] (.6); review S. Feldman revisions [REDACTED] [REDACTED] (.4); review S. Feldman revisions [REDACTED] [REDACTED] (.3); email with S. Feldman regarding revisions [REDACTED] (.2); |
| 06/10/13 | S. Linde | 1.70 | 1,232.50 | 725.00 | Conference call with ResCap, Morrison & Foerster, and Bryan Cave attorneys regarding June 14 carrier meeting (1.0); review Mitchell coverage issues and discuss with V. Chopra (.7); |
| 06/10/13 | M. Sharkey | 1.00 | 725.00 | 725.00 | Work on memoranda regarding Kessler settlement issues; |
| 06/10/13 | V. Chopra | 3.00 | 1,920.00 | 640.00 | Email to R. Crandall regarding response to insurer information requests (.2); telephone conference with debtors counsel, defense counsel, and client regarding insurer meeting, insurer information requests, and letters to [REDACTED] insurers (1.0); edit letter regarding Mitchell matter (.4); review AON letter regarding Mitchell matter (.4); review litigation risk analysis for coverage issues (1.0); |



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|----------|--------------------|-------|----------|--------|--|
| 06/10/13 | S. Feldman | 7.80 | 4,485.00 | 575.00 | Work on insurance coverage litigation risk analysis (5.8); research regarding preparation of litigation risk analysis (1.0); emails with V. Chopra, N. Podsiadlik, R. Crandell, and J. Crum regarding issues related to litigation risk analysis (.3); review [REDACTED] [REDACTED] (.3); review policy [REDACTED] [REDACTED] (.4); |
| 06/11/13 | K. Canedy | 4.50 | 1,350.00 | 300.00 | Communications with R. Crandell [REDACTED] (.2); search and review various online records [REDACTED] [REDACTED] [REDACTED] 3.8); prepare [REDACTED] (.5); |
| 06/11/13 | R. Crandell | 7.20 | 3,420.00 | 475.00 | Coordinate signatures for confidentiality agreement (.3); respond to J. FitzSimmons regarding request to amend confidentiality agreement (.8); email W. Thompson regarding materials concerning corporate structure of GMAC (.4); conference with K. Canedy regarding corporate structure of GMAC (.1); review material for production to carriers (5.6); |
| 06/11/13 | N. Podsiadlik | 5.20 | 2,106.00 | 405.00 | Review new reservations of rights letters from insurers ACE Bermuda and SRI (.5); review draft coverage analysis [REDACTED] (.8); email V. Chopra, M. Sharkey, and S. Feldman [REDACTED] [REDACTED] (.5); telephone conference with S. Feldman [REDACTED] [REDACTED] (.3); research [REDACTED] [REDACTED] (1.5); draft email to V. Chopra, M. Sharkey, and S. Feldman [REDACTED] [REDACTED] (1.6); |
| 06/11/13 | S. Linde | 3.70 | 2,682.50 | 725.00 | Review carrier positions and litigation risk analysis for June 14 carrier meeting (3.3); telephone conference with V. Chopra regarding carrier meeting (.4); |



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|----------|--------------------|-------|----------|--------|--|
| 06/11/13 | M. Sharkey | 3.30 | 2,392.50 | 725.00 | Review and comment on memorandum [REDACTED]; |
| 06/11/13 | V. Chopra | 6.90 | 4,416.00 | 640.00 | Telephone conference with J. Wishnew [REDACTED] (.2); edit letter regarding Mitchell issues (.5); review draft Plan document (.4); telephone conference and email with R. Crandall regarding Starr insurance proposed edits to confidentiality agreement (.3); address trust memo edits (.2); edit slides for insurer presentation (.5); review [REDACTED] (.2); arrange logistics for June 13 and 14 meetings with insurers (.3); telephone conference with M. Sharkey regarding Ali decision of 2nd Circuit in exhaustion of underlying limits by actual payment and plans for meeting with insurers (.3); review of Ali decision (.4); telephone conference with R. Crandall regarding state of responses to insurer requests (.2); review litigation risk analysis [REDACTED] (1.5); draft email [REDACTED] (.5); telephone conference with S. Linde regarding insurer presentations (.4); review letters from excess insurers (.4); draft email regarding outline of slides (.2); review updated edits to trust memorandum and litigation risk analysis (.4); |
| 06/11/13 | S. Feldman | 6.20 | 3,565.00 | 575.00 | Work on insurance coverage litigation risk analysis (3.8); research regarding preparation of litigation risk analysis (1.2); emails with V. Chopra, N. Podsiadlik, and M. Sharkey regarding issues related to litigation risk analysis (.3); conference with N. Podsiadlik [REDACTED] (.4); review and analysis of recent correspondence from insurers (.5); |
| 06/12/13 | K. Canedy | 1.10 | 330.00 | 300.00 | Prepare email memorandum [REDACTED] |
| 06/12/13 | J. Crum | 0.70 | 287.00 | 410.00 | Conference call [REDACTED] (.2); review correspondence from insurers (.2); begin work on primer to coverage memo (.3) |



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| 06/12/13 | R. Crandell | 6.10 | 2,897.50 | 475.00 | Telephone conference with W. Thompson and J. Crum regarding corporate structure of GMAC (.2); attention to production of requested documents to carriers (1.0); review memorandum [REDACTED] (.3); analyze coverage analysis (2.0); prepare summary [REDACTED] [REDACTED] (2.6); |
| 06/12/13 | N. Podsiadlik | 1.00 | 405.00 | 405.00 | Research [REDACTED] [REDACTED] [REDACTED] (.7); email M. Sharkey, V. Chopra, and S. Feldman [REDACTED] (3); |
| 06/12/13 | S. Linde | 1.70 | 1,232.50 | 725.00 | Review coverage issues in preparation for June 14 carrier meeting; |
| 06/12/13 | M. Sharkey | 1.50 | 1,087.50 | 725.00 | Comment on memorandum regarding insurance coverage issues for Kessler settlement (1.1); work on [REDACTED] (.4); |
| 06/12/13 | V. Chopra | 3.50 | 2,240.00 | 640.00 | Finalize letter to insurers regarding Mitchell claim (.3); email regarding responding to insurer requests (.2); email [REDACTED] (.2); review and edit [REDACTED] (.3); conference with M. Sharkey [REDACTED] [REDACTED] (.2); review correspondence from excess insurers (.8); telephone conference with R. Crandell regarding insurer requests and edits to confidentiality agreement (.5); review of litigation risk analysis (1.0); |



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| 06/12/13 | S. Feldman | 8.90 | 5,117.50 | 575.00 | <p>Review comments on insurance coverage litigation risk analysis (.4); review [REDACTED] [REDACTED] (.4); prepare e-memo [REDACTED] [REDACTED] (.9); emails with V. Chopra, N. Podsiadlik, and M. Sharkey [REDACTED] [REDACTED] (.3); emails with R. Crandell [REDACTED] (.1); emails with J. Crum [REDACTED] [REDACTED] (.1); work on new section of insurance coverage litigation risk analysis (2.2); review recent correspondence from insurers, and related emails (.4); prepare PowerPoint presentation [REDACTED] [REDACTED] (3.9); emails with V. Chopra and others on ResCap team regarding PowerPoint presentation [REDACTED] (.2);</p> |
| 06/13/13 | J. Crum | 7.10 | 2,911.00 | 410.00 | Review and respond to correspondence on insurer letters and factual research issues (.4); draft, revise, and email S. Feldman to discuss summary memorandum on coverage risk analysis (6.7); |
| 06/13/13 | R. Crandell | 12.70 | 6,032.50 | 475.00 | Compile materials for S. Linde to review in preparation for June 14 insurance carrier meeting (.5); update PowerPoint for presentation to carriers (1.4); draft response letter to J. FitzSimmons regarding confidentiality agreement (2.5); prepare index of material produced to carriers (1.1); production of materials to carriers (1.3); finalize attendance for in person meeting (.4); meeting with V. Chopra, M. Sharkey, E. Dill, L. Marshall and D. Madden [REDACTED] (1.5); meeting with V. Chopra, M. Sharkey, E. Dill, L. Marshall, S. Linde and D. Madden [REDACTED] [REDACTED] (2.5); prepare for in-person meeting with carriers (1.5); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 06/13/13 | N. Podsiadlik | 5.40 | 2,187.00 | 405.00 | Review new insurer correspondence for new objections, requests for information, and other issues of concern (1.0); draft email to V. Chopra, S. Feldman, R. Crandell, J. Crum, E. Sisson regarding same [REDACTED] (.7); analyze plaintiffs' complaint [REDACTED] underlying documents, and court opinions [REDACTED] [REDACTED] (2.7); draft email to V. Chopra, S. Feldman, R. Crandell, J. Crum, E. Sisson regarding same (1.0); |
| 06/13/13 | S. Linde | 7.20 | 5,220.00 | 725.00 | Review materials from V. Chopra and Morrison & Foerster and Bryan Cave slides for June 14 carrier meeting (5.4); meet with client, Bryan Cave, and Perkins team regarding carrier meeting (1.8); |
| 06/13/13 | M. Sharkey | 5.40 | 3,915.00 | 725.00 | Review research on insurance issues for Kessler settlement (.2); meeting with Bryan Cave and Morrison & Foerster attorneys, and with W. Thompson to prepare for June 14 meeting with insurance carriers (3.6); meeting with V. Chopra, S. Linde, and R. Crandell in preparation for June 14 meeting with insurance carriers (1.3) |
| 06/13/13 | V. Chopra | 8.30 | 5,312.00 | 640.00 | Telephone conferences with R. Crandell regarding response to Starr excess letter (.3); email regarding slides for insurer presentation (.2); telephone conference with L. Marshall and E. Dill regarding impact of trial court's decision in Kessler (.2); prepare for insurer meeting (.3); edit slides for use with insurers (1.0); edit response to Starr excess regarding confidentiality agreement and attendance at meeting (.5); telephone conference with defense counsel in CBNV litigation regarding court's recent ruling on summary judgment motions (1.0); meet with client and review of defense counsel's presentation to insurers (2.0); prepare for meeting with insurers (2.0); review insurer correspondence regarding meeting and CBNV litigation (.8); |



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021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 06/13/13 | S. Feldman | 7.10 | 4,082.50 | 575.00 | Prepare PowerPoint presentation of coverage issues for June 14 meeting with insurers (3.8); email with V. Chopra and others on ResCap team regarding PowerPoint presentation of coverage issues for June 14 meeting with insurers (.3); review recent correspondence from insurers (.3); emails with ResCap team regarding insurers' requests for additional documents and information [REDACTED] (.4); work on new section of insurance coverage litigation risk analysis (1.6); research regarding insurance coverage litigation risk analysis (.7); |
| 06/14/13 | E. Sisson | 0.60 | 141.00 | 235.00 | Review settlement documents and create fact entries to assist analysis of issues (.4); evaluate communications with insurers to determine issues and archive for attorney review (.2); |
| 06/14/13 | R. Crandell | 8.20 | 3,895.00 | 475.00 | Meeting with S. Linde, V. Chopra, M. Sharkey, E. Dill, L. Marshall, D. Madden, N. Rosenbaum, and J. Wishnew regarding presentation by Morrison Foerster, Bryan Cave, and Perkins Coie to carriers (2.0); in person meeting with carriers (6.2); |
| 06/14/13 | S. Linde | 10.50 | 7,612.50 | 725.00 | Prepare for carrier meeting with all insurers, Bryan Cave, Morrison & Foerster, ResCap, and Perkins (1.4); pre-meeting with Bryan Cave, Morrison & Foerster, ResCap and Perkins (2.0); meeting with all carriers (6.5); post-carrier meetings with Morrison & Foerster, Bryan Cave, and client(.5); review V. Chopra email to carriers (.1); |
| 06/14/13 | M. Sharkey | 8.90 | 6,452.50 | 725.00 | Meeting with Morrison & Foerster and Bryan Cave attorneys to prepare for meeting with insurance company lawyers regarding Kessler settlement (2.1); meeting with insurance companies regarding Kessler settlement (6.8); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 06/14/13 | V. Chopra | 10.30 | 6,592.00 | 640.00 | Prepare for meeting with defense counsel, bankruptcy counsel, and client (1.0); meet with bankruptcy, defense counsel, and client in preparation of meeting with insurers (2.0); meet with insurers and insurer counsel regarding CBNV. GNBT, Mitchell litigation, bankruptcy issues, and coverage issues (6.5); follow-up meetings with bankruptcy and defense counsel regarding insurer meeting (.5); draft email to insurers regarding settlement meeting with plaintiffs and waiving consent defense (.3); |
| 06/14/13 | S. Feldman | 1.00 | 575.00 | 575.00 | Review and revise draft primer on insurance coverage litigation risk analysis (.4); emails regarding presentation to insurers (.1); review new correspondence from insurers (.3); emails with ResCap team regarding issues raised in new correspondence from insurers (.2); |
| 06/17/13 | R. Crandell | 1.70 | 807.50 | 475.00 | Email carriers confidentiality agreement (.3); email carriers sign-in sheet from in-person meeting (.3); review and organize correspondence from carriers (1.1); |
| 06/17/13 | N. Podsiadlik | 0.20 | 81.00 | 405.00 | Review insurer correspondence (.1); correspond with V. Chopra, S. Feldman, R. Crandell regarding insurer correspondence (.1); |
| 06/17/13 | S. Linde | 1.20 | 870.00 | 725.00 | Review carrier correspondence issues with V. Chopra (.5); telephone conference with N. Rosenbaum regarding Kessler mediation (.3); review carrier response letter and edit same (.4); |
| 06/17/13 | V. Chopra | 2.70 | 1,728.00 | 640.00 | Review insurer correspondence regarding Kessler settlement meeting and agreement over consent to settle (1.0); conference with S. Linde regarding insurer correspondence and meeting with Kessler plaintiffs (.4); telephone conference with N. Rosenbaum regarding meeting with plaintiffs and insurer responses (.3); draft response to insurer letters and email (1.0); |
| 06/18/13 | R. Crandell | 8.40 | 3,990.00 | 475.00 | Research [REDACTED] (6.0); research [REDACTED] (2.4); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 06/18/13 | N. Podsiadlik | 8.00 | 3,240.00 | 405.00 | Telephone conference with M. Sharkey regarding research (.1); research [REDACTED] [REDACTED] [REDACTED] (3.1); telephone conference with S. Linde, M. Sharkey, and R. Crandell [REDACTED] (.3); research [REDACTED] [REDACTED] (2.0); research [REDACTED] [REDACTED] (2.0); email S. Linde, M. Sharkey, and R. Crandell [REDACTED] [REDACTED] (.5); |
| 06/18/13 | S. Linde | 4.70 | 3,407.50 | 725.00 | Telephone conference R. Crandell, N. Podsiadlik, and M. Sharkey [REDACTED] (.6); telephone conferences with V. Chopra [REDACTED] (2.1); telephone conference with Morrison & Foerster, ResCap, and Bryan Cave [REDACTED] (1.2); review research [REDACTED] (.8); |
| 06/18/13 | M. Sharkey | 2.40 | 1,740.00 | 725.00 | Telephone conference with S. Linde, V. Chopra, R. Crandell, J. Crum, and N. Podsiadlik regarding insurance issues (1.1); email [REDACTED] (.3); work on [REDACTED] (.6); telephone conference on research projects (.4); |
| 06/18/13 | V. Chopra | 2.70 | 1,728.00 | 640.00 | Prepare for meetings by reviewing insurer correspondence, notes from insurer meetings and telephone conferences (.7); draft talking points for meeting on settlement issues (.5); telephone conference with S. Linde regarding meetings on settlement issues (1.0); draft notes [REDACTED] [REDACTED] (.5); |
| 06/19/13 | J. Crum | 0.40 | 164.00 | 410.00 | Review objection from Certain GM Insurers; |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 06/19/13 | R. Crandell | 3.00 | 1,425.00 | 475.00 | Email E. Dill regarding confidentiality agreement (.1); correspondence with insurance carriers (.9); research concerning divisibility of insurance claims (.2); conference with E. Sisson regarding coding of documents; call with V. Chopra and N. Podsiadlik regarding research assignments (.5); conference with N. Podsiadlik regarding research assignments (.4); review background materials for research assignments resulting from mediation (.5); analyze insurance carriers' objections to bankruptcy plan (.4); |
| 06/19/13 | N. Podsiadlik | 6.70 | 2,713.50 | 405.00 | Telephone conference with M. Sharkey [REDACTED] (.1); research [REDACTED] (.5); continue to research [REDACTED] (6.1); |
| 06/19/13 | S. Linde | 2.80 | 2,030.00 | 725.00 | Conferences with V. Chopra [REDACTED] (.3); review and revise draft update to insurer (.3); review carrier objections to PSA and discuss with V. Chopra (.6); work on plan support agreement revisions (1.6); |
| 06/19/13 | M. Sharkey | 1.00 | 725.00 | 725.00 | Telephone conferences with N. Podsiadlik [REDACTED] (.4); telephone conference with S. Linde [REDACTED] (.6); |
| 06/19/13 | V. Chopra | 3.80 | 2,432.00 | 640.00 | Telephone conference with S. Linde [REDACTED] (.3); draft update to insurers [REDACTED] (1.0); review insurer PSA objections and draft email regarding same (1.0); research prior edits to Plan Support Agreement, term sheet, and supplemental term sheet (1.0); telephone conference regarding research issues and response to objection by insurers to Plan Support Agreement (.5); |
| 06/19/13 | S. Feldman | 3.30 | 1,897.50 | 575.00 | Draft and revise insurance coverage litigation risk analysis (2.8); research regarding insurance coverage litigation risk analysis (.5); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 06/20/13 | J. Crum | 9.70 | 3,977.00 | 410.00 | Email and call V. Chopra and N. Podsiadlik [REDACTED] (1.2); research case law [REDACTED] [REDACTED] (4.4); draft, revise, and send response to Certain GM insurers Objection to Plan (4.1); |
| 06/20/13 | R. Crandell | 7.10 | 3,372.50 | 475.00 | Draft bordereau update (1.5); call with L. Marshall, E. Dill and V. Chopra [REDACTED] (.9); research [REDACTED] (4.7); |
| 06/20/13 | N. Podsiadlik | 8.00 | 3,240.00 | 405.00 | Email R. Crandell, V. Chopra, and M. Sharkey [REDACTED] [REDACTED] (.6); communicate with J. Crum [REDACTED] [REDACTED] (.3); email V. Chopra [REDACTED] [REDACTED] (.3); draft memorandum [REDACTED] [REDACTED] [REDACTED] [REDACTED] (6.8); |
| 06/20/13 | S. Linde | 1.10 | 797.50 | 725.00 | Work on PSA revisions (.6); review carrier responses (.5); |
| 06/20/13 | M. Sharkey | 0.30 | 217.50 | 725.00 | Telephone conference with V. Chopra regarding insurance issues (.2); review insurance issues (.1); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 06/20/13 | V. Chopra | 9.00 | 5,760.00 | 640.00 | Telephone conference with W. Thompson regarding insurance issues and Kessler settlement (.3); preparation for telephone conference with W. Thompson (.2); telephone conference with N. Rosenbaum regarding notice to insurers (.3); review of case law [REDACTED] (.5); review of legal research [REDACTED] (1.0); draft emails regarding update to insurers (.5); draft update to insurers (.3); telephone conference with J. Crum regarding opposition to insurer objections to plan support agreement (.3); outline response to insurer objections to PSA (.5); telephone conference with R. Crandell [REDACTED] (.3); telephone conference with J. Wishnew [REDACTED] (.3); review of case law research [REDACTED] (.3); telephone conference with S. Linde regarding draft response to insurer objections to PSA (.3); edit and draft debtor response to insurer objections to PSA (3.0); telephone conferences and email with J. Crum regarding response to insurer objections to PSA (.5); prepare to respond to insurer information requests (.4); |
| 06/21/13 | J. Crum | 2.10 | 861.00 | 410.00 | Review revised draft objection (.2); draft emails and call V. Chopra and M. Starkey [REDACTED] (.4); research GM bankruptcy docket (.3); research case law [REDACTED] (.6); research and draft response to Morrison & Foerster [REDACTED] (.6); |
| 06/21/13 | R. Crandell | 6.70 | 3,182.50 | 475.00 | Research [REDACTED]; |
| 06/21/13 | N. Podsiadlik | 5.70 | 2,308.50 | 405.00 | Finish drafting research email memorandum [REDACTED] (3.9); annotate [REDACTED] (1.8); |
| 06/21/13 | S. Linde | 2.10 | 1,522.50 | 725.00 | Telephone conference with Morrison & Foerster [REDACTED] (.4); coverage section analysis (1.7); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 06/21/13 | M. Sharkey | 0.80 | 580.00 | 725.00 | Review documents [REDACTED] [REDACTED] (.6); telephone conference with V. Chopra [REDACTED] (.2); |
| 06/21/13 | V. Chopra | 2.10 | 1,344.00 | 640.00 | Email with J. Wishnew regarding insurance neutrality language (.8); review case law [REDACTED] [REDACTED] (.4); review [REDACTED] [REDACTED] (.4); emails [REDACTED] [REDACTED] (.5); |
| 06/21/13 | S. Feldman | 4.50 | 2,587.50 | 575.00 | Draft and revise insurance coverage litigation risk analysis; |
| 06/22/13 | S. Linde | 7.20 | 5,220.00 | 725.00 | Work on [REDACTED] (1.4); telephone conference with Kessler counsel [REDACTED] (1.0); telephone conferences with Bryan Cave and Morrison & Foerster attorneys [REDACTED] (1.4); draft revisions [REDACTED] [REDACTED] (1.3); conference [REDACTED] [REDACTED] (.7); review case law [REDACTED] [REDACTED] (.6); telephone conference with V. Chopra [REDACTED] [REDACTED] (.5); discuss PSA opposition (.3); |
| 06/22/13 | M. Sharkey | 5.90 | 4,277.50 | 725.00 | Review and revise language [REDACTED] [REDACTED] (5.7); telephone conference with S. Linde [REDACTED] (.2); |
| 06/22/13 | V. Chopra | 3.20 | 2,048.00 | 640.00 | Edit [REDACTED] (1.0); review research [REDACTED] [REDACTED] (.7); telephone conferences with S. Linde [REDACTED] [REDACTED] (.5); telephone conference [REDACTED] [REDACTED] (1.0); |
| 06/22/13 | S. Feldman | 2.60 | 1,495.00 | 575.00 | Draft and revise insurance coverage litigation risk analysis; |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 06/23/13 | S. Linde | 5.30 | 3,842.50 | 725.00 | Review [REDACTED] (1.6); telephone conference with Bryan Cave and Morrison & Foerster attorneys, and ResCap [REDACTED] [REDACTED] (1.4); review [REDACTED] (.6); call to Morrison & Foerster [REDACTED] (.1); review M. Sharkey revisions and discuss same (.4); telephone conference with Kessler counsel, UCC, Bryan Cave and Morrison & Foerster attorneys [REDACTED] (.8); telephone conference with M. Sharkey [REDACTED] (.4); |
| 06/23/13 | M. Sharkey | 6.80 | 4,930.00 | 725.00 | Review and revise [REDACTED] (3.2); telephone conference with S. Linde and V. Chopra regarding PSA insurance issues (1.5); telephone conference with Morrison & Foerster and Kramer Levin attorneys [REDACTED] [REDACTED] (1.3); revise [REDACTED] (.7); telephone conference with S. Linde regarding PSA (.1); |
| 06/23/13 | S. Feldman | 2.40 | 1,380.00 | 575.00 | Draft and revise insurance coverage litigation risk analysis (2.2); email to V. Chopra regarding insurance coverage litigation risk analysis (.2); |
| 06/24/13 | J. Crum | 0.30 | 123.00 | 410.00 | Review [REDACTED]; review and respond to correspondence; |
| 06/24/13 | R. Crandell | 0.20 | 95.00 | 475.00 | Review correspondence [REDACTED]; |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 06/24/13 | S. Linde | 9.40 | 6,815.00 | 725.00 | <p>Revisions [REDACTED]</p> <p>[REDACTED] (5.6); conference call with Kessler counsel, Morrison & Foerster, Bryan Cave, and Kramer Levin attorneys regarding Kessler order and exhibits (1.2); telephone conference with Kramer Levin [REDACTED] (.7); telephone conference with J. Wishnew and N. Rosenbaum [REDACTED] (.4); telephone conference with Kramer Levin, Kessler counsel, Morrison & Foerster, and Bryan Cave attorneys [REDACTED] (1.0); revise [REDACTED] (.5);</p> |
| 06/24/13 | M. Sharkey | 9.30 | 6,742.50 | 725.00 | <p>Review [REDACTED]</p> <p>[REDACTED] (4.6); conference call with Kessler, Kramer Levin, Morrison & Foerster, and Bryan Cave attorneys [REDACTED] (2.2); revise [REDACTED] (2.5);</p> |
| 06/24/13 | V. Chopra | 0.80 | 512.00 | 640.00 | <p>Draft email [REDACTED]</p> <p>[REDACTED] (.5); email [REDACTED]</p> <p>[REDACTED] (3);</p> |
| 06/25/13 | R. Crandell | 0.40 | 190.00 | 475.00 | Email correspondence with insurers to E. Dill (.2); review [REDACTED] (.2); |
| 06/25/13 | N. Podsiadlik | 0.50 | 202.50 | 405.00 | Correspond with M. Sharkey [REDACTED] (.3); review [REDACTED] |
| 06/25/13 | S. Linde | 6.20 | 4,495.00 | 725.00 | <p>Review and comment [REDACTED] (.2); review plan documents [REDACTED] (.5); review [REDACTED] (.8); review various [REDACTED] (1.2); call to J. Wishnew [REDACTED] (.1); conferences with M. Sharkey regarding review [REDACTED] (.5); revisions to coverage memorandum and review of case law of same (2.9);</p> |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 06/25/13 | M. Sharkey | 6.80 | 4,930.00 | 725.00 | Review and comment [REDACTED] (4.2); conference call with Kessler, Kramer Levin, Morrison & Foerster, and Bryan Cave attorneys [REDACTED] (1.6); telephone conference with S. Linde [REDACTED] (.2); telephone conference with S. Linde, J. Wishnew, and N. Rosenbaum [REDACTED] (.4); revise [REDACTED] (.4); |
| 06/26/13 | R. Crandell | 3.70 | 1,757.50 | 475.00 | Draft email to insurers regarding finalized version of settlement (1.6); review draft bankruptcy plan for insurance coverage issues (2.1); |
| 06/26/13 | S. Linde | 5.40 | 3,915.00 | 725.00 | Review [REDACTED] (2.3); conference call with Kramer Levin, F. Walters (Kessler counsel), Morrison & Foerster, and Bryan Cave attorneys [REDACTED] (1.1); revise [REDACTED] (.4); telephone conference with Kramer Levin, F. Walters, Morrison & Foerster, and Bryan Cave attorneys [REDACTED] (1.0); revise [REDACTED] and discuss same with M. Sharkey (.5); revise notice to carrier language (.1); |
| 06/26/13 | M. Sharkey | 3.20 | 2,320.00 | 725.00 | Review and comment on [REDACTED] (.6); conference call with Kessler, Kramer Levin, Morrison & Foerster, and Bryan Cave attorneys [REDACTED] (2.2); telephone conference with S. Linde [REDACTED] (.4); |
| 06/27/13 | R. Crandell | 1.50 | 712.50 | 475.00 | Email carriers regarding memorandum decision (.6); confirm and update appropriate contract information for communications with insurers (.9); |
| 06/27/13 | S. Linde | 6.10 | 4,422.50 | 725.00 | Review plan and related documents for insurance concerns and discuss same with team (5.2); review [REDACTED] (.6); telephone conferences with M. Sharkey and V. Chopra [REDACTED] (.3); |



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| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|--------|----------|--------|---|
| 06/27/13 | M. Sharkey | 3.00 | 2,175.00 | 725.00 | Review and revise [REDACTED] (2.3); conference call with Kessler, Kramer Levin, Morrison & Foerster, and Bryan Cave attorneys [REDACTED] (.5); telephone conference with N. Rosenbaum and J. Wishnew [REDACTED] (.2); |
| 06/28/13 | R. Crandell | 0.60 | 285.00 | 475.00 | Compile materials for S. Linde [REDACTED] (.6); |
| 06/28/13 | S. Linde | 5.30 | 3,842.50 | 725.00 | Work on [REDACTED] (4.7); review carrier correspondence (.2); revise [REDACTED] (.4); |
| 06/28/13 | M. Sharkey | 1.40 | 1,015.00 | 725.00 | Review [REDACTED]; |
| 06/28/13 | V. Chopra | 6.10 | 3,904.00 | 640.00 | Conference with M. Sharkey [REDACTED] (.3); draft and send notice to insurers of settlement agreement (.5); edit [REDACTED] (4.0); meetings and telephone conferences with S. Linde [REDACTED] (.8); answer emails regarding edits [REDACTED] (.5); |
| SUBTOTAL | | | | | |
| 021 | | 627.90 | | | |

023-Meetings of Creditors

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 06/18/13 | V. Chopra | 11.00 | 7,040.00 | 640.00 | Attendance and participation in meetings with bankruptcy counsel, defense counsel, and creditors committee counsel regarding insurance issues attendant to settlement of the CBNV/GNBT litigation with plaintiffs; |
| SUBTOTAL | | | | | |
| 023 | | 11.00 | | | |

029-Non-Working Travel

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|------|--------------------|-------|--------|------|-------------------------|
| | | | | | |



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029-Non-Working Travel

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 06/18/13 | V. Chopra | 3.00 | 1,920.00 | 640.00 | Travel to and from New York for ResCap meetings; |
| SUBTOTAL | | | | | |
| 029 | | 3.00 | | | |

030-Monthly Fee Statements (Non-Billable)

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|-------------------------------------|
| 06/17/13 | S. Linde | 1.70 | 1,232.50 | 725.00 | Redact monthly invoices; |
| 06/19/13 | S. Linde | 2.20 | 1,595.00 | 725.00 | Review and redact monthly invoices; |
| 06/26/13 | S. Linde | 1.10 | 797.50 | 725.00 | Review and revise monthly invoices; |
| 06/27/13 | S. Linde | 1.20 | 870.00 | 725.00 | Review and revise monthly invoices; |
| SUBTOTAL | | | | | |
| 030 | | 6.20 | | | |

035-Minimal Hours

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--------|---|
| 06/05/13 | K. Holm | 2.30 | 805.00 | 350.00 | Conference with S. Feldman regarding legal research [REDACTED] (.2); conduct legal research [REDACTED] (2.1); |
| 06/05/13 | A. Hodge | 0.10 | 20.50 | 205.00 | Email case law to S. Feldman; |
| 06/06/13 | K. Holm | 0.30 | 105.00 | 350.00 | Email communication with S. Feldman [REDACTED]; |
| SUBTOTAL | | | | | |
| 035 | | 2.70 | | | |

SERVICES
\$393,497.50

ADJUSTMENTS
Premium/Discount \$(6,385.50)

TOTAL NET SERVICES
\$387,112.00

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FOR DISBURSEMENTS THROUGH 06/30/13

| DATE | DESCRIPTION | AMOUNT |
|------------|--|----------|
| 05/16/2013 | Travel expense -- V. Chopra, New York, 5/16 (Cabs to/from NYP Amtrak station) | \$17.00 |
| 06/25/2013 | Travel expense -- M Sharkey, New York, 4/16 (Hotel, 1 night) | \$428.45 |
| 05/15/2013 | Airfare -- V. Chopra, Amtrak Acela, WAS-NYP-WAS, 5/16; Ticket#0000000289 | \$423.00 |
| 05/16/2013 | Travel expense meals -- Travel expense meals - V. Chopra, New York, 5/16 | \$5.72 |
| 06/11/2013 | Photocopies and printing | \$1.10 |
| 05/28/2013 | Long distance telephone charges - 036257 12125067341 | \$0.16 |
| 06/03/2013 | Long distance telephone charges - 328225 13123814642 | \$0.16 |
| 06/03/2013 | Long distance telephone charges - 328225 13123814563 | \$0.16 |
| 06/09/2013 | Long distance telephone charges - 036257 14805283759 | \$1.12 |
| 06/11/2013 | Long distance telephone charges - 036257 12123364328 | \$1.60 |
| 06/17/2013 | Long distance telephone charges - 036257 12125067341 | \$2.72 |
| 06/20/2013 | Long distance telephone charges - 036257 12125067341 | \$1.28 |
| 06/20/2013 | Long distance telephone charges - 036257 12123364328 | \$1.76 |
| 06/20/2013 | Long distance telephone charges - 036257 12125067341 | \$0.32 |
| 06/20/2013 | Long distance telephone charges - 036257 12125067341 | \$0.16 |
| 06/03/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Crum Joshua M.;TIME: 0;RESEARCH CHARGES:\$146.52 | \$146.52 |
| 06/04/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Crum Joshua M.;TIME: 0;RESEARCH CHARGES:\$325.97 | \$325.97 |
| 06/05/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$150.96 | \$150.96 |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

| DATE | DESCRIPTION | AMOUNT |
|------------|--|------------|
| 06/05/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Holm Kristina J.;TIME: 0;RESEARCH CHARGES:\$787.73 | \$787.73 |
| 06/06/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$175.27;PRINTING:\$36.00 | \$211.27 |
| 06/06/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Sisson Eric S.;TIME: 0;RESEARCH CHARGES:\$82.88 | \$82.88 |
| 06/06/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$18.00 | \$18.00 |
| 06/07/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$206.46 | \$206.46 |
| 06/08/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$576.11;PRINTING:\$54.00 | \$630.11 |
| 06/09/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$1316.74;PRINTING:\$90.00 | \$1,406.74 |
| 06/11/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Podsiadlik Nicholaus A.;TIME: 0;RESEARCH CHARGES:\$72.89 | \$72.89 |
| 06/12/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Podsiadlik Nicholaus A.;TIME: 0;RESEARCH CHARGES:\$276.39 | \$276.39 |
| 06/18/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Crandell Rusty D.;TIME: 0;RESEARCH CHARGES:\$91.02 | \$91.02 |
| 06/18/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Podsiadlik Nicholaus A.;TIME: 0;RESEARCH CHARGES:\$109.15 | \$109.15 |
| 06/19/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Podsiadlik Nicholaus A.;TIME: 0;RESEARCH CHARGES:\$145.41 | \$145.41 |
| 06/20/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Crum Joshua M.;TIME: 0;RESEARCH CHARGES:\$36.63 | \$36.63 |
| 06/21/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Podsiadlik Nicholaus A.;TIME: 0;RESEARCH CHARGES:\$18.13 | \$18.13 |
| 06/21/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Crum Joshua M.;TIME: 0;RESEARCH CHARGES:\$36.63 | \$36.63 |
| 06/21/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Crandell Rusty D.;TIME: 0;RESEARCH CHARGES:\$18.13 | \$18.13 |

TOTAL FOR DISBURSEMENTS
 \$5,655.73



INVOICE #: 5073747
Residential Capital LLC
088912.0001 / Insurance Coverage

SUMMARY OF SERVICES THROUGH 06/30/13

| ATTORNEY/ASSISTANT | HOURS | RATE | AMOUNT |
|--------------------|---------------|--------|---------------------|
| K. Aldama | 2.50 | 560.00 | 1,400.00 |
| V. Chopra | 92.50 | 640.00 | 59,200.00 |
| S. Linde | 113.20 | 725.00 | 82,070.00 |
| M. Sharkey | 74.50 | 725.00 | 54,012.50 |
| S. Feldman | 121.00 | 575.00 | 69,575.00 |
| R. Crandell | 108.80 | 475.00 | 51,680.00 |
| J. Crum | 44.70 | 410.00 | 18,327.00 |
| K. Holm | 2.60 | 350.00 | 910.00 |
| N. Podsiadlik | 85.00 | 405.00 | 34,425.00 |
| J. Vanacore | 0.80 | 535.00 | 428.00 |
| K. Canedy | 5.60 | 300.00 | 1,680.00 |
| R. Kuhlman | 25.70 | 260.00 | 6,682.00 |
| E. Sisson | 53.70 | 235.00 | 12,619.50 |
| M. Yeryomenko | 1.80 | 260.00 | 468.00 |
| A. Hodge | 0.10 | 205.00 | 20.50 |
| Total | 732.50 | | \$393,497.50 |

SUMMARY OF TASK SERVICES

| TASK DESCRIPTION | TOTAL TASK HOURS | TOTAL TASK AMOUNT |
|---------------------------------------|------------------|-------------------|
| Case Administration | 81.70 | 20,192.50 |
| Insurance Matters | 627.90 | 358,919.50 |
| Meetings of Creditors | 11.00 | 7,040.00 |
| Minimal Hours | 2.70 | 930.50 |
| Monthly Fee Statements (Non-Billable) | 6.20 | 4,495.00 |
| Non-Working Travel | 3.00 | 1,920.00 |

**TOTAL DUE THIS INVOICE
\$392,767.73**

1201 Third Avenue, Suite 4900
Seattle, Washington 98101
PHONE: 206.359.8000

EMAIL: clientacct@perkinscoie.com
ACCOUNTING: 206.359.3143
FAX: 206.359.9000



Residential Capital LLC
c/o Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104

| | |
|-------------|-----------------|
| INVOICE # | BILL DATE |
| 5041139 | August 29, 2013 |
| ACCOUNT # | |
| 088912.0001 | |

Matter Number / Name 088912.0001 / Insurance Coverage

| | | | |
|---------------------------------------|--|--|--|
| SERVICES: \$52,858.50 | DISBURSEMENTS: \$6,989.68 | | TOTAL: \$59,848.18 |
| | ADJUSTMENT FOR DISBURSEMENTS: \$(2,345.49) | | ADJUSTMENT TOTAL: \$(2,345.49) |
| TOTAL NET SERVICES: \$52,858.50 | TOTAL NET DISBURSEMENTS: \$4,644.19 | | TOTAL DUE THIS INVOICE: \$57,502.69 |

Payment due in U.S. Currency

Description U.S. Dollars

For professional services rendered and disbursements incurred through July 31, 2013

| | |
|-------------------------|--------------|
| Current Fees | \$52,858.50 |
| Net Fees | \$52,858.50 |
| Current Disbursements | \$6,989.68 |
| Disbursement Adjustment | \$(2,345.49) |
| Total Disbursements | \$4,644.19 |
| Total This Invoice | \$57,502.69 |

INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT PRIVILEGE

TAX ID#: 91-0591206

For CHECK REMITTANCE make checks payable to
Perkins Cole LLP
Attn: Client Accounting
1201 Third Avenue, Suite 4900
Seattle, WA 98101
Please reference:
Perkins Coie Account No. 088912 and Invoice 5041139

For WIRE REMITTANCE please direct to
Perkins Cole LLP
US Bank
Bank ABA # 125000105
Account # 1 535 5592 1235
Swift Code # US BK US 441 MT
Please reference:
Perkins Coie Account No. 088912 and Invoice 5041139



INVOICE #: 5041139
 Residential Capital LLC
 088912.0002 / Residential Funding Corp. Insurance Coverage

FOR SERVICES THROUGH 07/31/13

004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--------|---|
| 07/01/13 | E. Sisson | 0.80 | 188.00 | 235.00 | Revise CaseMap database regarding source documents for factual entries (.5); save background documents in appropriate file structure to facilitate attorney review (.3); |
| 07/02/13 | E. Sisson | 1.00 | 235.00 | 235.00 | Review and organize communications with insurers regarding the proposed settlement agreement in the underlying bankruptcy matter to update the chronology database (.4); research production database for agreements in underlying actions identified by R. Crandell as responsive to insurers' request for documents (.4); retrieve and prepare responsive agreements for production (.2); |
| 07/02/13 | R. Crandell | 0.20 | 95.00 | 475.00 | Email E. Sisson regarding documents to save in DMS and CaseMap; |
| 07/03/13 | R. Kuhlman | 0.80 | 208.00 | 260.00 | Modify and append electronic discovery database and link image collection; |
| 07/09/13 | E. Sisson | 1.50 | 352.50 | 235.00 | Analyze insurers' communications [REDACTED] (.7); draft fact synopsis [REDACTED] (.4); [REDACTED] (.4); [REDACTED] (.4); |
| 07/09/13 | R. Kuhlman | 0.80 | 208.00 | 260.00 | Modify and append electronic discovery database and link image collection for new documents received from E. Sisson; |
| 07/09/13 | R. Crandell | 0.10 | 47.50 | 475.00 | Conference with E. Sisson regarding documents produced to insurers; |
| 07/17/13 | E. Sisson | 0.50 | 117.50 | 235.00 | Review and evaluate certain communications with insurers [REDACTED] (.3); draft commentary and create entries in the chronology (.2); |
| 07/18/13 | E. Sisson | 0.30 | 70.50 | 235.00 | Organize communications with insurers [REDACTED] [REDACTED]; |



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 088912.0002 / Residential Funding Corp. Insurance Coverage

004-Case Administration

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--------|---|
| 07/22/13 | E. Sisson | 0.30 | 70.50 | 235.00 | [REDACTED] [REDACTED] (.1); [REDACTED] [REDACTED] (.2); |
| 07/29/13 | E. Sisson | 1.90 | 446.50 | 235.00 | Respond to J. Wishnew request to create list of mailing addresses of all insurers' counsel; |
| SUBTOTAL | | HOURS | | | |
| 004 | | 8.20 | | | |

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 07/24/13 | R. Crandell | 0.80 | 380.00 | 475.00 | Preparation of statement concerning Perkins Coie fees for bankruptcy filing; |
| 07/24/13 | M. Maag | 1.80 | 414.00 | 230.00 | Emails with J. Vanacore regarding assistance with preparation of fee application and areas to focus on (.4); numerous emails with C. Bensen regarding application period, assignment of tasks, and timeline (.6); initial review of draft application and prepare notes regarding same (.8); |
| 07/24/13 | N. Podsiadlik | 1.60 | 648.00 | 405.00 | Draft summary of Perkins Coie work on, and value added by, ResCap insurance coverage litigation in bankruptcy; |
| 07/24/13 | J. Vanacore | 2.80 | 1,498.00 | 535.00 | Initial review of draft fee application and issues (1.3); work with M. Maag on fee application (.4); multiple emails with D. Harris regarding fee application issues (.5); telephone conference with S. Linde regarding fee application issues (.6); |
| 07/24/13 | S. Linde | 0.50 | 362.50 | 725.00 | Draft description of insurance coverage work performed by Perkins Coie for first interim fee application per court guidelines; |



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 088912.0002 / Residential Funding Corp. Insurance Coverage

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 07/25/13 | M. Maag | 2.70 | 621.00 | 230.00 | Draft and circulate comments on fee application (.3); emails with J. Vanacore and C. Bensen regarding scope of application, compliance with court and OUST procedures, and guidelines regarding appropriate preparation of fee applications (.4); detailed review of fee application accounting data (.9); emails with C. Bensen and billing coordinator regarding expense questions (.4); draft and circulate emails to timekeepers requesting submission of information for fee application in compliance with court and OUST procedures and guidelines (.7); |
| 07/25/13 | N. Podsiadlik | 0.30 | 121.50 | 405.00 | Revise summary of Perkins Coie work as insurance counsel; |
| 07/25/13 | J. Vanacore | 0.90 | 481.50 | 535.00 | Review and revise fee application; |
| 07/25/13 | S. Linde | 1.90 | 1,377.50 | 725.00 | Review and revise draft fee application (1.3); telephone conferences with C. Bensen and J. Vanacore regarding language of fee application (.6); |
| 07/25/13 | M. Sharkey | 1.70 | 1,232.50 | 725.00 | Draft description of insurance matters for fee application; |
| 07/27/13 | M. Maag | 0.30 | 69.00 | 230.00 | Emails with C. Bensen regarding details of preparation of fee application, accounting procedures, timing, and data needed; |
| 07/29/13 | M. Maag | 2.20 | 506.00 | 230.00 | Numerous emails with J. Vanacore, M. Sharkey, S. Linde, other professionals requesting and receiving factual information for incorporation into fee application (.9); revise fee application to include additional factual information (.3); emails with J. Vanacore regarding sections of application to revise (.3); revise text regarding insurance matter projects to incorporate attorney comments (.7); |
| 07/29/13 | J. Vanacore | 0.60 | 321.00 | 535.00 | Review and revise summary of insurance work [REDACTED] for fee application (.4); email with D. Harris regarding fee application issues (.2); |
| 07/29/13 | M. Sharkey | 0.30 | 217.50 | 725.00 | Review and comment on fee application; |



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 088912.0002 / Residential Funding Corp. Insurance Coverage

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 07/30/13 | M. Maag | 4.80 | 1,104.00 | 230.00 | Numerous emails with Perkins lawyers and staff to continue gathering facts of representation to incorporate into fee application (1.6); review factual information from timekeepers and compile into revisions to sections of the fee application (2.4); coordinate assistance with revisions to application (.8); telephone conferences and emails with J. Vanacore regarding status of revisions, additional sections still needed (.4); |
| 07/31/13 | M. Maag | 6.80 | 1,564.00 | 230.00 | Detailed review of fee application with reference to local guidelines, trustee guidelines, order regarding compensation and procedures and transcript of April 11 hearing (1.8); emails with J. Vanacore and C. Bensen regarding revisions to make to application to incorporate data and comments received from lawyers and timekeepers (.8); revise application incorporating numerous timekeeper submissions (1.4); research facts and begin revising section on retention of Perkins Coie and special insurance counsel (1.8); emails, telephone conferences to organize assistance with revisions to application and exhibits thereto (.7); |
| 07/31/13 | J. Vanacore | 0.40 | 214.00 | 535.00 | Continue review and revision of fee application; |
| 07/31/13 | S. Linde | 1.80 | 1,305.00 | 725.00 | Review and revise draft fee application (1.6); review revised time entries for redactions (.2); |
| SUBTOTAL | | | | | |
| 007 | | 32.20 | | | |

021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 07/01/13 | J. Crum | 4.50 | 1,845.00 | 410.00 | Review and revise [REDACTED] (4.1); review and respond to emails regarding [REDACTED] [REDACTED] (.4); |
| 07/01/13 | R. Crandell | 4.90 | 2,327.50 | 475.00 | Review carrier correspondence to review and respond to new document requests (4.2); update draft email to carriers [REDACTED] (.6); conference with J. Crum regarding coverage analysis (.1); |



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 088912.0002 / Residential Funding Corp. Insurance Coverage

021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 07/01/13 | N. Podsiadlik | 5.10 | 2,065.50 | 405.00 | Draft letter to carriers regarding memorandum referenced in paragraph 81 of plaintiffs' complaint, per R. Crandell (.9); conference with R. Crandell regarding letter (.2); revise letter per R. Crandell (.8); email R. Crandell and J. Crum [REDACTED] [REDACTED] [REDACTED] (.2); [REDACTED] [REDACTED] [REDACTED] (2.0); |
| 07/01/13 | S. Linde | 1.50 | 1,087.50 | 725.00 | Review plan documents on the motion to approve the Kessler settlement for insurance implications (.3); email with G. Lee [REDACTED] [REDACTED] (.3); conference call regarding disclosure statement (.3); review email from J. Marines and document [REDACTED] [REDACTED] (.4); telephone conference with J. Marines regarding creditor committee revisions (.6); |
| 07/02/13 | J. Crum | 2.20 | 902.00 | 410.00 | Research, draft, and revise [REDACTED] [REDACTED]; |
| 07/02/13 | R. Crandell | 0.70 | 332.50 | 475.00 | Compile documents in response to requests from carriers; |
| 07/02/13 | N. Podsiadlik | 3.70 | 1,498.50 | 405.00 | Finish revising settlement structure memorandum per V. Chopra to incorporate suggestions by S. Linde [REDACTED] [REDACTED]; |
| 07/02/13 | S. Linde | 4.20 | 3,045.00 | 725.00 | Review revised plan from J. Marines (.4); telephone conferences with Morrison & Foerster regarding creditors committee revisions to plan [REDACTED] [REDACTED] (.6); telephone conferences with V. Chopra [REDACTED] [REDACTED] (.3); revisions to plan (.4); email from and with J. Marines, N. Rosenbaum, and E. Richards [REDACTED] [REDACTED] (.2); review [REDACTED] [REDACTED] (2.3); |
| 07/02/13 | M. Sharkey | 0.50 | 362.50 | 725.00 | Review and comment on draft plan documents; |



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021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 07/02/13 | V. Chopra | 1.90 | 1,216.00 | 640.00 | Review edits to draft plan documents (.5); review insurer responses to Kessler settlement agreement (.5); draft email regarding insurer responses to Kessler settlement agreement (.4); prepare for calls on insurer responses to settlement (.5); |
| 07/03/13 | E. Sisson | 1.70 | 399.50 | 235.00 | Cite check memorandum [REDACTED] [REDACTED]; |
| 07/03/13 | J. Crum | 3.70 | 1,517.00 | 410.00 | Review and revise [REDACTED] [REDACTED] [REDACTED] (3.5); discuss revisions [REDACTED] [REDACTED] [REDACTED] (.2); |
| 07/03/13 | R. Crandell | 4.30 | 2,042.50 | 475.00 | Draft email to insurers responding to refusal to provide consent (3.4); draft email to insurers regarding document requests (.9); |
| 07/03/13 | S. Linde | 1.90 | 1,377.50 | 725.00 | Revisions to plan documents related to insurance issues and telephone conferences with Morrison & Foerster regarding same (1.1); review and revise response to insurance companies (.4); conference with V. Chopra [REDACTED] (.4); |
| 07/03/13 | V. Chopra | 3.50 | 2,240.00 | 640.00 | Review and edit plan document and email regarding same (2.0); schedule follow-up meeting regarding insurer responses (.5); conference call with bankruptcy counsel regarding plan edits (.3); draft update email on insurer responses and draft response to insurers (.7); |
| 07/05/13 | K. Aldama | 0.20 | 112.00 | 560.00 | Email with S. Linde and R. Crandell [REDACTED] [REDACTED]; |
| 07/05/13 | R. Crandell | 1.00 | 475.00 | 475.00 | Review and compile materials [REDACTED] [REDACTED]; |
| 07/05/13 | S. Linde | 1.70 | 1,232.50 | 725.00 | Review [REDACTED] [REDACTED] and K. Aldama research regarding same (1.2); telephone conference with V. Chopra [REDACTED] [REDACTED] (.5); |



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021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 07/08/13 | R. Crandell | 0.70 | 332.50 | 475.00 | Conference call with V. Chopra, S. Linde, E. Dill, W. Thompson, J. Wishnew, L. Marshall, M. Biggers, and N. Rosenbaum [REDACTED]; |
| 07/08/13 | N. Podsiadlik | 0.10 | 40.50 | 405.00 | Revise memorandum [REDACTED]; |
| 07/08/13 | S. Linde | 1.40 | 1,015.00 | 725.00 | Call to discuss insurers lack of consent [REDACTED]; [REDACTED] (1.1); draft response for J. Wishnew [REDACTED]; [REDACTED]; [REDACTED] (.3); |
| 07/08/13 | V. Chopra | 1.90 | 1,216.00 | 640.00 | Review materials in preparation for call with bankruptcy counsel, Kessler defense counsel, and ResCap in-house counsel regarding insurance issues (.5); draft talking points for call (.4); participate in conference call with S. Linde, bankruptcy counsel, client, and defense counsel [REDACTED] (.8); [REDACTED] (.2); |
| 07/09/13 | J. Crum | 0.20 | 82.00 | 410.00 | Review correspondence [REDACTED]; |
| 07/09/13 | V. Chopra | 0.90 | 576.00 | 640.00 | Draft email to counsel for plaintiffs (.4); draft response to insurers denial of consent (.5); |
| 07/10/13 | R. Crandell | 0.40 | 190.00 | 475.00 | Update email to insurers regarding document requests to provide additional requested information; |
| 07/15/13 | S. Linde | 0.40 | 290.00 | 725.00 | Review settlement approval motion [REDACTED]; |
| 07/16/13 | M. Sharkey | 0.10 | 72.50 | 725.00 | Review Morrison & Foerster inquiry regarding insurers who need service of settlement approval motion; |
| 07/17/13 | R. Crandell | 0.10 | 47.50 | 475.00 | Email J. Wishnew names for service of settlement approval materials upon insurance carriers and timeline for same; |

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021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 07/17/13 | S. Linde | 3.80 | 2,755.00 | 725.00 | Review revised insurance coverage memorandum [REDACTED] [REDACTED] [REDACTED]; [REDACTED] |
| 07/17/13 | V. Chopra | 1.00 | 640.00 | 640.00 | Review and edit revised motion for preliminary and final approval of Kessler settlement; |
| 07/18/13 | S. Linde | 0.50 | 362.50 | 725.00 | Review email from J. Rothberg [REDACTED] [REDACTED] (.1); telephone conference with J. Rothberg [REDACTED] (.2); review Second Circuit brief [REDACTED] (.2); |
| 07/18/13 | M. Sharkey | 0.20 | 145.00 | 725.00 | Research for inquiry from Morrison & Foerster [REDACTED] [REDACTED]; |
| 07/19/13 | N. Podsiadlik | 2.20 | 891.00 | 405.00 | Research [REDACTED] [REDACTED] (1.6); draft memorandum to S. Linde and M. Sharkey [REDACTED] [REDACTED] (.6); |
| 07/19/13 | S. Linde | 0.10 | 72.50 | 725.00 | Email with M. Sharkey [REDACTED] [REDACTED] [REDACTED]; |
| 07/23/13 | R. Crandell | 0.70 | 332.50 | 475.00 | Draft updates for bordereau report to update insurance carriers regarding status of the Kessler and Mitchell litigation; |
| 07/24/13 | S. Linde | 1.10 | 797.50 | 725.00 | Review and revise [REDACTED] [REDACTED]; |
| 07/25/13 | V. Chopra | 0.90 | 576.00 | 640.00 | Review [REDACTED] (.8); review bordereau update (.1); |



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021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 07/25/13 | V. Chopra | 0.60 | 384.00 | 640.00 | Edit matter summary for fee application; |
| 07/27/13 | V. Chopra | 1.00 | 640.00 | 640.00 | Review and edit motion for approval of Kessler settlement and email regarding same; |
| 07/29/13 | R. Crandell | 1.70 | 807.50 | 475.00 | Review insurance carrier correspondence to identify which attorneys and law firms were representing each of the thirteen separate policies (1.2); prepare mailing service list for service of bankruptcy documents (.5); |
| 07/29/13 | S. Linde | 1.40 | 1,015.00 | 725.00 | Review and comment on plan settlement documents from Morrison & Foerster [REDACTED] [REDACTED] (.8); review declaration of L. Kruger and email regarding proper affiant [REDACTED] [REDACTED] (.3); email with V. Chopra [REDACTED] (.2); review [REDACTED] [REDACTED] (.1); |
| 07/29/13 | V. Chopra | 1.60 | 1,024.00 | 640.00 | Edit motion for approval of settlement (.8); review W. Thompson edits to same and to declaration and draft email regarding same (.8); |
| SUBTOTAL | | HOURS | | | |
| 021 | | 70.20 | | | |

SERVICES
 \$52,858.50

INVOICE #: 5041139
 Residential Capital LLC
 088912.0002 / Residential Funding Corp. Insurance Coverage


FOR DISBURSEMENTS THROUGH 07/31/13

| DATE | DESCRIPTION | AMOUNT |
|------------|--|------------|
| 05/07/2013 | Professional Services - - Corp-Link Services, Inc. - , 5/2013 | \$180.00 |
| 05/07/2013 | Professional Services - - Corp-Link Services, Inc. - , 5/2013 | \$180.00 |
| 06/18/2013 | Travel expense - - (No Charge) \$169.00 V. Chopra, New York, 6/18 | \$169.00 |
| 06/17/2013 | Airfare - - (No Charge) \$523.25 V. Chopra, New York, 6/18 - RT Amtrak Acela WAS-NYP-WAS; Ticket#0000000307 | \$523.25 |
| 06/17/2013 | Airfare - - (No Charge) \$1,644.02 R. Crandell, Washington, DC, 6/12-14; Ticket#7233717889 & 7233717890 | \$1,644.00 |
| 06/18/2013 | Travel expense meals - - (No Charge) \$9.24 V. Chopra, New York, 6/18 | \$9.24 |
| 07/30/2013 | Electronic Discovery Database Hosting - Jul 2013, Electronic Discovery Database Hosting Usage | \$14.78 |
| 05/14/2013 | Telephone conference calls - 05/14/2013, Sound Path - Conference Call Usage, 207 minutes | \$11.63 |
| 05/17/2013 | Telephone conference calls - 05/17/2013, Sound Path - Conference Call Usage, 132 minutes | \$7.41 |
| 05/28/2013 | Telephone conference calls - 05/28/2013, Sound Path - Conference Call Usage, 157 minutes | \$8.83 |
| 05/28/2013 | Telephone conference calls - 05/28/2013, Sound Path - Conference Call Usage, 264 minutes | \$14.83 |
| 05/30/2013 | Telephone conference calls - 05/30/2013, Sound Path - Conference Call Usage, 255 minutes | \$14.33 |
| 06/03/2013 | Telephone conference calls - 06/03/2013, Sound Path - Conference Call Usage, 88 minutes | \$4.94 |
| 06/04/2013 | Telephone conference calls - 06/04/2013, Sound Path - Conference Call Usage, 25 minutes | \$1.41 |
| 06/04/2013 | Telephone conference calls - 06/04/2013, Sound Path - Conference Call Usage, 70 minutes | \$3.93 |
| 06/06/2013 | Telephone conference calls - 06/06/2013, Sound Path - Conference Call Usage, 597 minutes | \$33.53 |
| 05/20/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$288.95;PRINTING:\$140.40 | \$429.35 |
| 05/21/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$222.74 | \$222.74 |



INVOICE #: 5041139
 Residential Capital LLC
 088912.0002 / Residential Funding Corp. Insurance Coverage

| DATE | DESCRIPTION | AMOUNT |
|------------|---|----------|
| 05/22/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$593.11 | \$593.11 |
| 05/23/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$288.75;PRINTING:\$72.00 | \$360.75 |
| 05/24/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$8.64;PRINTING:\$4.68 | \$13.32 |
| 05/27/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$307.38;PRINTING:\$90.00 | \$397.38 |
| 05/31/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$755.93;PRINTING:\$54.00 | \$809.93 |
| 06/03/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$463.50;PRINTING:\$36.00 | \$499.50 |
| 06/04/2013 | Computer research - Lexis/WestLaw - WESTLAW SEARCHED BY:Feldman Stephen M.;TIME: 0;RESEARCH CHARGES:\$824.49;PRINTING:\$18.00 | \$842.49 |

SUBTOTAL FOR DISBURSEMENTS
 \$6,989.68
 LESS REDUCTION IN DISBURSEMENTS PER CLIENT SERVICE LAWYER
 \$(2,345.49)

TOTAL FOR DISBURSEMENTS
 \$4,644.19

SUMMARY OF SERVICES THROUGH 07/31/13

| ATTORNEY/ASSISTANT | HOURS | RATE | AMOUNT |
|--------------------|---------------|--------|--------------------|
| K. Aldama | 0.20 | 560.00 | 112.00 |
| V. Chopra | 13.30 | 640.00 | 8,512.00 |
| S. Linde | 22.20 | 725.00 | 16,095.00 |
| M. Sharkey | 2.80 | 725.00 | 2,030.00 |
| R. Crandell | 15.60 | 475.00 | 7,410.00 |
| J. Crum | 10.60 | 410.00 | 4,346.00 |
| N. Podsiadlik | 13.00 | 405.00 | 5,265.00 |
| J. Vanacore | 4.70 | 535.00 | 2,514.50 |
| R. Kuhlman | 1.60 | 260.00 | 416.00 |
| M. Maag | 18.60 | 230.00 | 4,278.00 |
| E. Sisson | 8.00 | 235.00 | 1,880.00 |
| Total | 110.60 | | \$52,858.50 |

SUMMARY OF TASK SERVICES



INVOICE #: 5041139
Residential Capital LLC
088912.0002 / Residential Funding Corp. Insurance Coverage

| TASK DESCRIPTION | TOTAL TASK HOURS | TOTAL TASK AMOUNT |
|------------------------------|------------------|-------------------|
| Case Administration | 8.20 | 2,039.00 |
| Fees/Employment Applications | 32.20 | 12,437.00 |
| Insurance Matters | 70.20 | 38,382.50 |

**TOTAL DUE THIS INVOICE
\$57,502.69**

1201 Third Avenue, Suite 4900
Seattle, Washington 98101
PHONE: 206.359.8000

EMAIL: clientacct@perkinscoie.com
ACCOUNTING: 206.359.3143
FAX: 206.359.9000



Residential Capital LLC
c/o Morrison & Foerster LLP
1290 Avenue of the Americas
New York, NY 10104

INVOICE # 5054135
BILL DATE September 27, 2013
ACCOUNT # 088912.0001

Matter Number / Name 088912.0001 / Insurance Coverage

| | | |
|--------------------------|-------------------------------|------------------------------------|
| SERVICES: | DISBURSEMENTS: | TOTAL: |
| \$38,747.50 | \$1,272.51 | \$40,020.01 |
| ADJUSTMENT FOR SERVICES: | ADJUSTMENT FOR DISBURSEMENTS: | ADJUSTMENT. |
| (\$4,296.00) | (\$387.50) | TOTAL: \$(4,683.50) |
| TOTAL NET SERVICES: | TOTAL NET DISBURSEMENTS: | TOTAL DUE THIS INVOICE: |
| \$34,451.50 | \$885.01 | \$35,336.51 |

Payment due in U.S. Currency

Description U.S. Dollars

For professional services rendered and disbursements incurred through August 31, 2013

| | |
|--|--------------|
| Current Fees | \$38,747.50 |
| Fee adjustment (Monthly Fee Statements) | (\$2,409.50) |
| Fee adjustment (Fee/Employment Objections) | (\$1,886.50) |
| Total Fees | \$34,451.50 |
| Current Disbursements | \$1,272.51 |
| Disbursement Adjustment | (\$387.50) |
| Total Disbursements | \$885.01 |
| Total This Invoice | \$35,336.51 |



INVOICE #: 5054135
Residential Capital LLC
088912.0001 / Insurance Coverage

INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT PRIVILEGE

TAX ID#: 91-0591206

For CHECK REMITTANCE make checks payable to

Perkins Coie LLP
Attn: Client Accounting
1201 Third Avenue, Suite 4900
Seattle, WA 98101
Please reference:
Perkins Coie Account No. 088912 and Invoice 5054135

For WIRE REMITTANCE please direct to

Perkins Coie LLP
US Bank
Bank ABA # 125000105
Account # 1 535 5592 1235
Swift Code # US BK US 44I MT
Please reference:
Perkins Coie Account No. 088912 and Invoice 5054135



INVOICE #: 5054135
Residential Capital LLC
088912.0001 / Insurance Coverage

FOR SERVICES THROUGH 08/31/13

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 08/01/13 | M. Maag | 8.80 | 2,024.00 | 230.00 | Revise fee application to incorporate attorney comments and additional factual data (1.7); continue fact research and revise section on retention (1.8); revise exhibits to correct presentation of fee and disbursement data (.9); emails with partners requesting clarification of facts and revise application to incorporate comments (1.8); email and telephone conferences with J. Vanacore and team regarding requesting permission to file redacted monthly statements (.8); perform detailed review of current draft application, including double checking certain facts and making numerous small corrections before circulating for review (1.8); |
| 08/01/13 | J. Vanacore | 1.20 | 642.00 | 535.00 | Draft letter to Judge Glenn regarding fee application (.4); telephone conference with M. Sharkey regarding fee application issues and address issues raised on telephone conference (.4); email with M. Maag and C. Bensen regarding fee application (.4); |
| 08/01/13 | S. Linde | 0.70 | 507.50 | 725.00 | Review and draft detailed description of insurance coverage work performed by firm in interim fee application; |
| 08/01/13 | M. Sharkey | 1.60 | 1,160.00 | 725.00 | Draft descriptive language pertaining to insurance coverage work performed during the fee period for the first interim fee application; |



INVOICE #: 5054135
 Residential Capital LLC
 088912.0001 / Insurance Coverage

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 08/02/13 | M. Maag | 10.10 | 2,323.00 | 230.00 | Numerous emails with J. Vanacore, S. Linde, and M. Sharkey regarding revisions to various sections of application (.7); revise application to incorporate additional attorney comments (.8); revise brief to incorporate factual corrections and additional attorney comments (.6); emails and telephone conferences with attorneys and team regarding filing redacted time records, and submission of unredacted time records to the Court, the U.S. Trustee and debtors' counsel (.8); determine procedures regarding presentation and arrange assistance with preparation of exhibits of time records (1.1); several emails to coordinate lawyer and staff task assignments regarding final preparation of application (.6); emails and telephone conferences with billing coordinator to confirm final format of time records to present redacted and unredacted versions (.6); further emails with billing coordinator regarding payments on account, if any (.2); emails to request assistance with fact checking regarding meetings with creditors committee and debtors (.4); incorporate meeting information into brief (.4); emails to arrange for editor assistance with reviewing fee application (.6); emails to arrange for accounting assistance with reviewing figures for exhibits (.3); review and finalize exhibits after accounting and editing review (1.8); perform detailed review of fee application following numerous edits and circulate draft for attorney review (1.2); |
| 08/02/13 | J. Vanacore | 2.10 | 1,123.50 | 535.00 | Continue review and revision of fee application (1.9); emails with D. Harris regarding hearing (.2); |
| 08/02/13 | M. Sharkey | 0.90 | 652.50 | 725.00 | Review, revise and comment on descriptive language related to insurance coverage work performed during the fee period for the first interim fee application; |
| 08/03/13 | M. Maag | 0.20 | 46.00 | 230.00 | Emails with weekend word processors to arrange for assistance with revision of exhibit format for appropriate presentation (.1); emails with J. Vanacore regarding status of application preparation (.1); |
| 08/03/13 | J. Vanacore | 1.70 | 909.50 | 535.00 | Continue review and revision of fee application; |
| 08/04/13 | M. Maag | 0.40 | 92.00 | 230.00 | Several emails to respond to J. Vanacore questions during review of fee application; |



INVOICE #: 5054135
 Residential Capital LLC
 088912.0001 / Insurance Coverage

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 08/04/13 | J. Vanacore | 2.40 | 1,284.00 | 535.00 | Continue review and revision of fee application; |
| 08/05/13 | M. Maag | 6.90 | 1,587.00 | 230.00 | Continue retrieval of supporting data and preparation of exhibits (.8); numerous communications with S. Carroll, J. Vanacore and team to establish procedures for final compilation and filing of fee application (.9); review comments on brief from S. Carroll, J. Vanacore (.6); research additional information requested by attorneys and revise application to incorporate additional facts and forward for attorney review (1.9); detailed review of compensation order, local guidelines, Judge's prior ruling, and information from debtors' counsel and draft detailed task list for filing and service of application (1.7); |
| 08/05/13 | S. Carroll | 0.80 | 660.00 | 825.00 | Review and revise fee application; |
| 08/05/13 | S. Carroll | 0.40 | 330.00 | 825.00 | Emails with J. Vanacore, M. Maag regarding revisions to fee application; |
| 08/05/13 | J. Vanacore | 1.70 | 909.50 | 535.00 | Review and revision of fee application; (1.4); review S. Linde certification regarding Judge Glenn requirements and revise certification (.2); emails with E. Richards (Morrison & Foerster) regarding fee application issues (.1); |
| 08/06/13 | M. Maag | 12.70 | 2,921.00 | 230.00 | Numerous communications among S. Carroll, J. Vanacore, C. Bensen, team regarding assignment of application preparation and filing tasks (.9); revise and circulate checklist of remaining tasks (.7); review comments on application from insurance and bankruptcy attorneys and revise brief to incorporate requested information (3.3); telephone conference and emails with E. Richards, Morrison & Foerster regarding court permission to file redacted time records (.4); begin drafting motion to file redacted time records per general order M-447 (2.7); prepare and send detailed filing and service email to E. Richards to confirm division of tasks (.9); telephone conference with J. Vanacore for detailed review of application and supporting documents, additional facts needed, set deadline for final comments on documents, final procedures (.8); incorporate additional attorney comments into the application and circulate for final review (2.1); perform thorough reviews of draft, noting both substantive and procedural issues to raise (.9); |



INVOICE #: 5054135
 Residential Capital LLC
 088912.0001 / Insurance Coverage

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|--|
| 08/06/13 | S. Carroll | 1.70 | 1,402.50 | 825.00 | Review and revise fee application; |
| 08/06/13 | S. Carroll | 0.20 | 165.00 | 825.00 | Meetings with J. Vanacore regarding revisions to fee application; |
| 08/06/13 | J. Vanacore | 5.20 | 2,782.00 | 535.00 | Review fee application issues with S. Carroll (.4); review and revise fee application (1.7); work with paralegals regarding finalizing fee application and service (.4); emails with M. Sharkey regarding preliminary statement (.2); review and revise statement (.2); telephone conference with M. Maag regarding fee application issues and review of fee application (.7); draft insert for fee application regarding retention application (.6); work with paralegals and M. Sharkey on motion to file redacted time entries with filing of fee application and form of order for same (.7); telephone conference with M. Sharkey regarding settlement and summary of settlement in fee application (.3); |
| 08/06/13 | M. Sharkey | 5.20 | 3,770.00 | 725.00 | Detailed review and revisions to first interim fee application and related exhibits and cover letters particularly related to descriptive language related to insurance coverage work performed during the fee period; |
| 08/07/13 | M. Maag | 5.40 | 1,242.00 | 230.00 | Continue receiving attorney comments to application documents, retrieving necessary facts and revising application to incorporate additional information (1.4); email from E. Richards reporting that chambers does not require motion to redact and circulate that decision (.3); numerous communications regarding revision of cover letters for service of redacted time records on Court, OUSTs, Debtors (.8); coordinate details of service of redacted time records (1.2); perform careful review of application documents and forward to J. Vanacore for final review (1.1); finalize fee application package and forward to E. Richards for filing and service (.6); |
| 08/07/13 | J. Vanacore | 3.70 | 1,979.50 | 535.00 | Review and revise motion to file fee application time entries under seal (.9); final review and revision to fee application (2.6); emails and telephone conference with debtor's counsel regarding motion to redact (.1); telephone conference with Chambers regarding redaction issues (.1); |



INVOICE #: 5054135
 Residential Capital LLC
 088912.0001 / Insurance Coverage

007-Fees/Employment Applications

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--------|---|
| 08/07/13 | M. Sharkey | 0.50 | 362.50 | 725.00 | Final review of interim fee application prior to filing related to aspects of insurance coverage work performed; |
| 08/08/13 | M. Maag | 2.20 | 506.00 | 230.00 | Several emails with J. Vanacore, C. Bensen, billing coordinator regarding lessons learned from first fee application preparation, procedures to institute on a monthly basis for efficiency (.3); begin adapting previous fee application record keeping systems for use in ResCap matter (.9); |
| 08/19/13 | M. Maag | 0.70 | 161.00 | 230.00 | Emails and telephone conferences with billing coordinator regarding streamlining monthly data collection to ease fee application preparation (.4); emails with C. Bensen regarding bankruptcy guidelines (.3); |
| 08/20/13 | J. Vanacore | 0.20 | 107.00 | 535.00 | Email with E. Richards (Morrison & Foerster) regarding fee application issues (.1); email with S. Linde regarding interim compensation issues raised by debtors (.1); |
| 08/22/13 | M. Maag | 0.70 | 161.00 | 230.00 | Review and comment on revised invoice format from billing coordinator (.3); coordinate fee application task assignment with C. Bensen (.4); |
| SUBTOTAL | | HOURS | | | |
| 007 | | 78.30 | | | |

008-Fees/Employment Objections

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--------|---|
| 08/29/13 | M. Maag | 2.10 | 483.00 | 230.00 | Review Trustee objections to Perkins fee application to identify issues raised in preparation for drafting response (.9); research to locate previous responses to trustee objections on similar grounds (.4); begin review of sample responses and begin drafting Perkins response (.8); |
| 08/29/13 | J. Vanacore | 1.40 | 749.00 | 535.00 | Initial review of the Office of the United States Trustee objection to interim fee application (.9); formulate response to Office of the United States Trustee objection (.4); emails with D. Harris regarding the Office of the United States Trustee objection (.1); |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

008-Fees/Employment Objections

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--------|--|
| 08/29/13 | S. Linde | 0.30 | 217.50 | 725.00 | Review omnibus objections to interim fee application and call to J. Vanacore regarding same; |
| 08/30/13 | M. Maag | 1.90 | 437.00 | 230.00 | Additional detailed review of trustee objections to fee application (.6); coordinate assistance drafting reply (.5); continue drafting reply to trustee objections (.8); |
| SUBTOTAL | | HOURS | | | |
| 008 | | 5.70 | | | |

021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|----------|--------|---|
| 08/01/13 | S. Linde | 1.40 | 1,015.00 | 725.00 | Review strategy [REDACTED] [REDACTED] (1.1); determine issues for research on strength of the coverage (.3); |
| 08/01/13 | V. Chopra | 0.50 | 320.00 | 640.00 | Review motion for approval of settlement and declaration in support of same; |
| 08/17/13 | S. Linde | 1.10 | 797.50 | 725.00 | Review PNC Bank's filed objection to the Kessler Class settlement and analyze the limited objection regarding the non-mutuality of the bar order and determine the impact on subrogation rights and resulting insurance ramifications if we removed the judgment reduction language (.8); discuss same with V. Chopra (.3); |
| 08/17/13 | V. Chopra | 0.50 | 320.00 | 640.00 | Review of PNC objections to proposed settlement with Kessler plaintiffs and draft email to conflicts debtor counsel regarding same; |
| 08/19/13 | V. Chopra | 0.50 | 320.00 | 640.00 | Conference call with M. Gallagher regarding PNC objections to Kessler settlement (.2); edit and send email regarding same (.3); |
| 08/21/13 | M. Sharkey | 0.10 | 72.50 | 725.00 | Discuss insurance and subrogation implications of efforts to obtain non-mutual release of co-defendant in Kessler action; |
| 08/21/13 | V. Chopra | 1.10 | 704.00 | 640.00 | Prepare for (.2) and conference call with debtors counsel and Kessler defense counsel regarding mutual bar and motion for approval of Kessler settlement (.8); meet with M. Sharkey regarding same (.1); |



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 Residential Capital LLC
 088912.0001 / Insurance Coverage

021-Insurance Matters

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--------|---|
| 08/26/13 | R. Crandell | 0.80 | 380.00 | 475.00 | Review court order regarding preliminary approval of settlement concerning service requirements (.3); attention to service of order upon insurers (.5); |
| 08/30/13 | R. Crandell | 1.50 | 712.50 | 475.00 | Draft affidavit for service of court's preliminary approval of Kessler settlement in compliance with court order; |
| SUBTOTAL | | HOURS | | | |
| 021 | | 7.50 | | | |

030-Monthly Fee Statements (Non-Billable)

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|----------|--------------------|-------|--------|--------|---|
| 08/01/13 | M. Maag | 0.90 | 207.00 | 230.00 | Numerous emails with billing coordinators to confirm and correct certain invoice numbers; |
| 08/02/13 | M. Maag | 1.10 | 253.00 | 230.00 | Research invoice facts and respond to attorney questions regarding certain sections of the draft fee application; |
| 08/07/13 | M. Maag | 1.40 | 322.00 | 230.00 | Continue receiving attorney comments to application documents, retrieving necessary facts and revising application to incorporate additional information; |
| 08/12/13 | M. Maag | 0.40 | 92.00 | 230.00 | Email with accounting and C. Bensen regarding potential use of alternative firm bankruptcy invoice format; |
| 08/12/13 | S. Carroll | 0.20 | 165.00 | 825.00 | Telephone conferences with S. Linde regarding review of issues related to monthly fee requirements; |
| 08/13/13 | M. Maag | 0.30 | 69.00 | 230.00 | Emails with accounting, S. Carroll, C. Bensen regarding steps to capture monthly invoice statistics for fee application process; |
| 08/13/13 | S. Carroll | 0.10 | 82.50 | 825.00 | Review and revise letter regarding monthly fee requirements, emails with S. Linde regarding revisions to letter; |
| 08/15/13 | M. Maag | 0.60 | 138.00 | 230.00 | Brief review of revised monthly invoice format and note questions regarding presentation; |



INVOICE #: 5054135
 Residential Capital LLC
 088912.0001 / Insurance Coverage

030-Monthly Fee Statements (Non-Billable)

| DATE | ATTORNEY/ASSISTANT | HOURS | AMOUNT | RATE | DESCRIPTION OF SERVICES |
|-----------------|--------------------|---------------|--------|--------|---|
| 08/16/13 | M. Maag | 1.80 | 414.00 | 230.00 | Emails and telephone conferences with billing coordinator and C. Bensen regarding efficient collection and presentation of invoice data (.8); review available monthly invoice format options (.6); emails and telephone conferences with C. Bensen and billing coordinator regarding suggested changes in presentation of invoice data (.4); |
| 08/19/13 | M. Maag | 0.90 | 207.00 | 230.00 | Revise fee application exhibit templates for collection and tracking invoice data; |
| 08/20/13 | M. Maag | 1.80 | 414.00 | 230.00 | Emails and telephone conferences with C. Bensen and billing coordinator regarding trustee and court guidelines and rules regarding fee applications (.7); draft and circulate email regarding fee application guideline reminders to timekeepers (1.1); |
| 08/26/13 | M. Maag | 0.20 | 46.00 | 230.00 | Review revised invoice format and comment regarding same; |
| SUBTOTAL 030 | | HOURS 9.70 | | | |

SUBTOTAL FOR SERVICES
\$38,747.50

LESS FURTHER REDUCTION IN FEES PER CLIENT SERVICE LAWYER
\$(4,296.00)

SERVICES
\$34,451.50

INVOICE #: 5054135
 Residential Capital LLC
 088912.0001 / Insurance Coverage


FOR DISBURSEMENTS THROUGH 08/31/13

| DATE | DESCRIPTION | AMOUNT |
|------------|---|----------|
| 06/18/2013 | Local travel expense - (No Charge) \$99.40 GTS Sedan - Taxi, V. Chopra, 06/18/13, from Amtrak (Union Station, Washington, DC) to home (Silver Spring, MD) | \$99.40 |
| 06/18/2013 | Local travel expense - (No Charge) \$99.40 GTS Sedan - Taxi, V. Chopra, 06/18/13, from home (Silver Spring, MD) to Amtrak (Union Station, Washington, DC) | \$99.40 |
| 06/13/2013 | Conference meals - (Reduced Charge to \$160.00) Dinner for evening business meeting (post 8:00p.m.) 06/13/13 at Perkins Coie offices, Washington, DC, to prepare for 06/14/13 presentation all insurance carriers; 8 dinner attendees: W. Thompson (ResCap); L. Marshall, E. Dill, and D. Madden (Bryan Cave); S. Linde, M. Sharkey, V. Chopra and R. Crandell (Perkins Coie) | \$260.70 |
| 06/13/2013 | Conference meals - (No Charge) Breakfast for Debtors Counsel meeting 06/14/13 prior to presentation to all insurance carriers; 10 attendees: W. Thompson (ResCap), L. Marshall, E. Dill and D. Madden (Bryan Cave); N. Rosenbaum and J. Wishnew (Morrison & Foerster); S. Linde, M. Sharkey, V. Chopra and R. Crandell (Perkins Coie) | \$88.00 |
| 06/14/2013 | Conference meals - Breakfast for all insurance carrier representatives 06/14/13 prior to morning presentation; 30 attendees insurance carrier representatives in order to complete meeting in one day | \$242.00 |
| 06/14/2013 | Conference meals - Lunch for all insurance carrier representatives 06/14/13 during presentation in order to complete meeting in one day; 30 attendees: insurance company representatives | \$401.50 |
| 08/19/2013 | Photocopies and printing | \$16.20 |
| 08/30/2013 | Electronic Discovery Database Hosting - Aug 2013, Electronic Discovery Database Hosting Usage | \$14.81 |
| 05/04/2013 | Computer Research - A 2013-05-04 21:15:00, Research by: Perkins Coie (PACER Usage; COURT: INSDC; SEARCH: 1:10-CV-01463-WTL-DML DOCUMENT 8-6; RETRIEVAL TYPE: IMAGE8-6; NOTE: 88912-0001 | \$3.00 |
| 05/04/2013 | Computer Research - A 2013-05-04 21:14:00, Research by: Perkins Coie (PACER Usage; COURT: INSDC; SEARCH: 1:10-CV-01463-WTL-DML DOCUMENT 8-5; RETRIEVAL TYPE: IMAGE8-5; NOTE: 88912-0001 | \$3.00 |
| 05/04/2013 | Computer Research - A 2013-05-04 19:49:00, Research by: Perkins Coie (PACER Usage; COURT: ILNDC; SEARCH: 1:10-CV-07560 DOCUMENT 1-4; RETRIEVAL TYPE: IMAGE1-4; NOTE: 88912-0001 | \$3.00 |
| 05/04/2013 | Computer Research - A 2013-05-04 21:11:00, Research by: Perkins Coie (PACER Usage; COURT: INSDC; SEARCH: 1:10-CV-01463-WTL-DML DOCUMENT 8-4; RETRIEVAL TYPE: IMAGE8-4; NOTE: 88912-0001 | \$3.00 |

INVOICE #: 5054135
 Residential Capital LLC
 088912.0001 / Insurance Coverage



| DATE | DESCRIPTION | AMOUNT |
|------------|--|--------|
| 05/04/2013 | Computer Research - A 2013-05-04 21:12:00, Research by: Perkins Coie (PACER Usage; COURT: INSDC; SEARCH: 1:10-CV-01463-WTL-DML DOCUMENT 8-3; RETRIEVAL TYPE: IMAGE8-3; NOTE: 88912-0001 | \$0.80 |
| 05/04/2013 | Computer Research - A 2013-05-04 19:51:00, Research by: Perkins Coie (PACER Usage; COURT: ILNDC; SEARCH: 1:10-CV-07560 DOCUMENT 1-3; RETRIEVAL TYPE: IMAGE1-3; NOTE: 88912-0001 | \$3.00 |
| 05/04/2013 | Computer Research - A 2013-05-04 19:41:00, Research by: Perkins Coie (PACER Usage; COURT: ILNDC; SEARCH: 1:10-CV-07560; RETRIEVAL TYPE: DOCKET REPORT; NOTE: 88912-0001 | \$3.00 |
| 05/04/2013 | Computer Research - A 2013-05-04 19:42:00, Research by: Perkins Coie (PACER Usage; COURT: ILNDC; SEARCH: 1:10-CV-07560 DOCUMENT 1-1; RETRIEVAL TYPE: IMAGE1-1; NOTE: 88912-0001 | \$3.00 |
| 05/04/2013 | Computer Research - A 2013-05-04 21:10:00, Research by: Perkins Coie (PACER Usage; COURT: INSDC; SEARCH: 1:10-CV-01463-WTL-DML; RETRIEVAL TYPE: DOCKET REPORT; NOTE: 88912-0001 | \$3.00 |
| 05/04/2013 | Computer Research - A 2013-05-04 19:51:00, Research by: Perkins Coie (PACER Usage; COURT: ILNDC; SEARCH: 1:10-CV-07560 DOCUMENT 1-2; RETRIEVAL TYPE: IMAGE1-2; NOTE: 88912-0001 | \$3.00 |
| 07/25/2013 | Computer Research - A 2013-07-25 00:00:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE4-0; NOTE: MAAG 12-12020 | \$3.00 |
| 07/25/2013 | Computer Research - A 2013-07-25 11:59:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE59-0; NOTE: MAAG 12-12020 | \$1.40 |
| 07/25/2013 | Computer Research - A 2013-07-25 11:57:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE866-0; NOTE: MAAG 12-12020 | \$3.00 |
| 07/31/2013 | Computer Research - A 2013-07-31 18:31:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG; RETRIEVAL TYPE: STATUS; NOTE: MAAG 12-12020 | \$0.10 |
| 07/31/2013 | Computer Research - A 2013-07-31 17:40:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE4326-0; NOTE: MAAG 12-12020 | \$0.20 |
| 07/31/2013 | Computer Research - A 2013-07-31 10:52:00, Research by: Perkins Coie (PACER Usage; COURT: MTBK; SEARCH: 12-61281-JLP FIL OR ENT: FILED DOC FRO; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-61281 | \$3.00 |
| 07/31/2013 | Computer Research - A 2013-07-31 13:49:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG DOCUMENT; RETRIEVAL TYPE: IMAGE2361-0; NOTE: MAAG 12-12020 | \$3.00 |



INVOICE #: 5054135
Residential Capital LLC
088912.0001 / Insurance Coverage

| DATE | DESCRIPTION | AMOUNT |
|------------|--|--------|
| 07/31/2013 | Computer Research - A 2013-07-31 18:31:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG; RETRIEVAL TYPE: DEADLINE/SCHEDULE; NOTE: MAAG 12-12020 | \$3.00 |
| 07/31/2013 | Computer Research - A 2013-07-31 13:03:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG FIL OR ENT: FILED FROM: 1/1; RETRIEVAL TYPE: DOCKET REPORT; NOTE: MAAG 12-12020 | \$3.00 |
| 07/31/2013 | Computer Research - A 2013-07-31 18:29:00, Research by: Perkins Coie (PACER Usage; COURT: NYSBK; SEARCH: 12-12020-MG; RETRIEVAL TYPE: ATTORNEY LIST; NOTE: MAAG 12-12020 | \$3.00 |

SUBTOTAL FOR DISBURSEMENTS
\$1,272.51
LESS REDUCTION IN DISBURSEMENTS PER CLIENT SERVICE LAWYER
\$(387.50)

TOTAL FOR DISBURSEMENTS
\$885.01

INVOICE #: 5054135
Residential Capital LLC
088912.0001 / Insurance Coverage



SUMMARY OF SERVICES THROUGH 08/31/13

| ATTORNEY/ASSISTANT | HOURS | RATE | AMOUNT |
|--------------------|--------|--------|-------------|
| S. Carroll | 3.40 | 825.00 | 2,805.00 |
| V. Chopra | 2.60 | 640.00 | 1,664.00 |
| S. Linde | 3.50 | 725.00 | 2,537.50 |
| M. Sharkey | 8.30 | 725.00 | 6,017.50 |
| R. Crandell | 2.30 | 475.00 | 1,092.50 |
| J. Vanacore | 19.60 | 535.00 | 10,486.00 |
| M. Maag | 61.50 | 230.00 | 14,145.00 |
| Total | 101.20 | | \$38,747.50 |

SUMMARY OF TASK SERVICES

| TASK DESCRIPTION | TOTAL TASK HOURS | TOTAL TASK AMOUNT |
|---------------------------------------|------------------|-------------------|
| Fees/Employment Applications | 78.30 | 29,810.00 |
| Fees/Employment Objections | 5.70 | 1,886.50 |
| Insurance Matters | 7.50 | 4,641.50 |
| Monthly Fee Statements (Non-Billable) | 9.70 | 2,409.50 |

TOTAL DUE THIS INVOICE
\$35,336.51